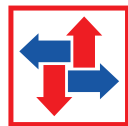


If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Jingkelong Company Limited, you should at once hand this circular together with the enclosed form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



北京京客隆
商业集团股份有限公司
BEIJING JINGKELONG COMPANY LIMITED

北京京客隆商業集團股份有限公司
BEIJING JINGKELONG COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8245)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
RE-ELECTION OF DIRECTORS AND SUPERVISORS
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice for convening the annual general meeting of Beijing Jingkelong Company Limited (the "Company") to be held at The Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China at 9:00 a.m. on Friday, 18 May 2007 is set out in this circular.

If you intend to attend the Annual General Meeting, please complete and return the enclosed reply slip in accordance with the instructions herein and those printed thereon as soon as possible and in any event by no later than Saturday, 28 April 2007.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the proxy form in accordance with the instructions herein and those printed thereon not less than 24 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for a minimum period of seven days from the date of publication

29 March 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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DEFINITIONS

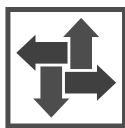
“AGM Notice”	the notice convening the Annual General Meeting contained in this circular
“Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of considering the Articles Amendments, the Re-election of Directors and Supervisors, the General Mandate and the other matters contained in the AGM Notice contained in this circular
“Articles Amendments”	the amendments proposed to be made to the Existing Articles at the Annual General Meeting
“Board”	the board of directors of the Company
“Company”	北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited*), a joint stock limited company incorporated in the PRC, the H shares of which are listed on the GEM
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary shares(s) issued by the Company with a Renminbi-denominated par value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company held on 20 March 2007
“Existing Articles”	the articles of association of the Company in force as at the date of this circular
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“General Mandate”	a mandate to be sought at the Annual General Meeting authorising the Directors to issue Domestic Shares and/or H Shares for an amount not exceeding 20% of the aggregate nominal amount of the Domestic Shares and the H Shares, respectively in issue on the date of the Annual General Meeting, further details of which are contained in the AGM Notice contained in this circular
“Group”	the Company and its subsidiaries

* For identification purpose only

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company which are listed on the GEM with a nominal value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars
“H-Shares Registrar and Transfer Office”	Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Migration”	the proposed migration of listing of the H Shares from GEM to the Main Board, further details of which were contained in the circular of the Company dated 1 February 2007
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Re-election of Directors and Supervisors”	the re-election of the Directors and the Supervisors at the Annual General Meeting as set out in the AGM Notice
“Share(s)”	share(s) of the Company, including the Domestic Share(s) and the H Share(s), unless specified otherwise
“Shareholder(s)”	holders of the Share(s), including holder(s) of the Domestic Share(s) and the H Share(s), unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“HK\$” or “cents”	Hong Kong dollars or cents, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

If there is any inconsistency between the Chinese of the entities mentioned in this circular and the English translation, the Chinese version shall prevail.



北京京客隆
商业集团股份有限公司
BEIJING JINGKELONG COMPANY LIMITED

北京京客隆商業集團股份有限公司
BEIJING JINGKELONG COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8245)

Executive Directors:

Wei Tingzhan

Li Jianwen

Li Chunyan

Liu Yuejin

Registered Office:

Block No. 45

Xinyuan Street

Chaoyang District

Beijing

PRC

Non-executive Directors:

Gu Hanlin

Li Shunxiang

Place of business in Hong Kong:

20th Floor

Alexandra House

16-20 Chater Road

Hong Kong

Independent Non-Executive Directors:

Fan Faming

Huang Jiangming

Chung Chi Kong

29 March 2007

To Shareholders

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
RE-ELECTION OF DIRECTORS AND SUPERVISORS
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Directors have resolved to convene the Annual General Meeting on Friday, 18 May 2007 for the purpose of considering, among other things (i) the financial results of the Company, (ii) the Articles Amendments, (iii) the Re-election of Directors and Supervisors, and (iv) the grant of the General Mandate.

* For identification purpose only

2. AMENDMENT OF THE ARTICLES OF ASSOCIATION

The Board proposes to make the Articles Amendments for the following reasons:

(i) Clause 12 of the Existing Articles

As the Group is engaged in the distribution of daily consumer products and the range of the products changes based on consumer preferences and market conditions, it is proposed to amend the scope of business of the Company as detailed in the AGM Notice.

(ii) Clauses 19, 20 and 23 of the Existing Articles

These amendments are proposed to be made for the purpose of reflecting the capital structure of the Company following the creation and issue of the H Shares and the conversion of certain PRC State Shares into H Shares (and the sale thereof) in connection with the listing of the H Shares on GEM in September 2006.

(iii) Clause 49 of the Existing Articles

These amendments are proposed to entrench the rights of the Shareholders for obtaining corporate information.

3. RE-ELECTION OF DIRECTORS AND SUPERVISORS

The term of engagement of all the Directors and the Supervisors will expire on 31 October 2007. Since the Company's financial year end is on 31 December, therefore the Company's annual general meeting cannot be held immediately prior to the expiry date of the Directors' and the Supervisors' engagement. Accordingly, the Board proposes to re-elect all the Directors and the Supervisors (other than Ms. Chen Jie, who shall resign as an internal supervisor on the date of the Annual General Meeting due to retirement, and other than Ms. Qu Xinhua and Ms. Wang Shuying, who are both staff appointed Supervisors and whose re-election do not require Shareholders' approval) but with effect as from 1 November 2007 such that the Group can enjoy the uninterrupted service of the Directors and the relevant Supervisors for a three year term commencing 1 November 2007.

The biographies of the Directors and the Supervisors (other than Ms. Chen Jie) are as follows:

DIRECTORS

Executive Directors

Mr. Wei Tingzhan, aged 53, is the Chairman of the Company and an executive Director. Mr. Wei obtained a master's degree in Business Administration from Asia International Open University (Macau) in 2001 and a Doctor of Business Administration from Pacific States University in 2004. He was elected as a representative of the 12th Beijing People's Congress. From 1991 to 1994 and 1999 to 2004, he was the general manager of Beijing Chaoyang Auxillary Food Company ("Chaoyang Auxillary"). From 1994 to 2002, he was the general manager of Beijing Jingkelong Shang Sha ("Jingkelong Shang Sha"), the predecessor of Beijing Jingkelong Supermarket Chain

LETTER FROM THE BOARD

Group Company Limited (“Jingkelong Supermarket”). He was the managing director of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been the Chairman of the Board. In September 2006, he was recognized as one of the prominent figures of the chain-store industry in 2005-2006 by the China General Chamber of Commerce and China Business Herald News Weekly.

Mr. Li Jianwen, aged 46, is the general manager of the Company and an executive Director. Mr. Li obtained his graduation in legal studies from College of the Central Party in 2001. He also worked in Jingkelong Shang Sha as the deputy general manager from 1998 to 2002. From 2002 to 2004, he was a director and the deputy general manager of Jingkelong Supermarket. He has been the Managing Director of the Company since November 2004.

Ms. Li Chunyan, aged 34, is an executive Director. Ms. Li obtained a bachelor’s degree from China University of Politics & Law in 1994. Subsequently, she obtained a master’s degree in Private International Law from China University of Politics & Law in 1997. She was the Officer of the Bureau of Law of Jingkelong Shang Sha from 2001 to 2002. In addition, she was the Officer of the Bureau of Law and the Secretary to the board of directors of Jingkelong Supermarket from 2002 to 2004. Since November 2004, she has been one of the executive Directors and the Secretary to the Board.

Mr. Liu Yuejin, aged 47, is an executive Director. Mr. Liu obtained a master’s degree in Business Administration from Asia International Open University (Macau) in 2004. From 2000 to 2004, he was the general manager of Beijing Jingkelong (Langfang) Company Limited. Between 2002 and 2004, he was one of the directors of Jingkelong Supermarket. Since November 2004, he has been an executive Director. During part of 2005 and 2006, he was the manager of the First Division, Operations of the Company. Since September 2006, he has been the head of the Jiuxianqiao shopping centre coordination team.

Non-executive Directors

Mr. Gu Hanlin, aged 54, is a non-executive Director. Mr. Gu obtained a master’s degree in Business Administration from Asia International Open University (Macau) in 2001 and a Doctor of Business Administration from Pacific States University in 2004. From 2002 to 2004, he was the chairman of the board of Jingkelong Supermarket. Since May 2004, he has been the general manager of Chaoyang Auxillary. Since November 2004, he has been a non-executive Director.

Mr. Li Shunxiang, aged 54, is a non-executive Director. Mr. Li obtained his graduation certificate in Administration from College of the Party, Beijing Branch in 2001. From 2000 to present, he is the General Manager of Beijing Zhonglianjian Construction Company Limited. From 2002 to 2004, he was a non-executive Director of Jingkelong Supermarket. Since November 2004, he has been a non-executive Director.

LETTER FROM THE BOARD

Independent non-executive Directors

Mr. Fan Faming, aged 53, is an independent non-executive Director. Mr. Fan obtained a master's degree in Business Administration from Monash University, Australia in 1995 and a doctorate degree from Central South University of Technology in 1988. He is currently a professor at the Institute of Finance and Commerce Management Beijing and a visiting professor at Asia International Open University (Macau). He is also a senior member of Hong Kong Quality Management Association. Since January 2005, he has been an independent non-executive Director.

Mr. Huang Jiangming, aged 43, is an independent non-executive Director. Mr. Huang obtained a master's degree in Economics from Renmin University of China and a PhD in Commercial Science from Kobe University in 1989 and 2002, respectively. He is currently an assistant professor at the School of Business, Renmin University of China. Since January 2005, he has been an independent non-executive Director.

Mr. Chung Chi Kong, aged 36, is an independent non-executive Director. Mr. Chung is also the chairman of the Company's audit committee. He is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He has over nine years audit experience in international accounting firms and two years accounting experience in Datasys Technology Holdings Limited, a Hong Kong listed company. He is currently a director of Ascension Financial Services Group Limited. Since July 2005, he has been an independent non-executive Director.

SUPERVISORS

Mr. Yang Baoqun, aged 54, is a supervisor of the Company. Mr. Yang obtained a diploma in Business Management from Beijing Nong Gong Shang Lian He Zong Gong Si Zhi Gong University in 1994. He was a supervisor of Jingkelong Supermarket from 2002 to 2004. Since November 2004, he has been a supervisor of the Company.

Mr. Chen Zhong, aged 43, is a supervisor of the Company. Mr. Chen obtained his master's degree and doctorate from Peking University in 1986 and 1989, respectively. He is a professor in the School of Software and Microelectronics at the Peking University. He has been the Dean of the School of Software of the University since June 2002. Since January 2005, he has been a supervisor of the Company.

Ms. Cheng Xianghong, aged 35, is a supervisor of the Company. Ms. Cheng obtained her bachelor's degree from Renmin University of China in 1994. She is a qualified accountant, certified public valuer and registered tax agent. She has previously worked in Beijing Ding Xin Li accounting firm. She has been the deputy general manager and financial controller of Beijing Zhongguancun City Construction Company since December 2003. Since January 2005, she has been a supervisor of the Company.

Ms. Qu Xinhua, aged 53, is a Supervisor. Ms. Qu obtained a master's degree in Business Administration from Asia International Open University (Macau) in 2001. From 2002 to 2004, she was the deputy general manager of Jingkelong Supermarket. Since November 2004, she has been a supervisor of the Company.

Ms. Wang Shuying, aged 51, is a Supervisor. Ms. Wang obtained a master's degree in Business Administration from Asia International Open University (Macau) in 2002. From 2003 to 2004, she was a manager of the Third Division, Operations of Jingkelong Supermarket. She was a supervisor of the Jingkelong Supermarket from 2003 to October 2004. During part of 2005 and 2006, she was the manager of the Third Division, Operations of the Company. From September 2006 to February 2007, she was the manager of the First Division, Operations of the Company. Since February 2007, she has been the general manager of Beijing Shou Lian Group Enterprises Company Limited. Since February 2006, she has been a supervisor of the Company.

LETTER FROM THE BOARD

Disclosure of the information referred to in paragraphs (a) to (d) of Rule 17.50(2) of the GEM Listing Rules is set out above and in the Report of the Board of Directors contained in the annual report of the Company (the “**Annual Report**”) enclosed herewith, and, save as disclosed herein and in the Annual Report, there are no other relationships discloseable under paragraph (e) of Rule 17.50(2) of the GEM Listing Rules between any Director or Supervisor with the other directors, members of the senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. The interests of the Directors and Supervisors referred to in paragraph (f) of Rule 17.50(2) of the GEM Listing Rules are set out in the Report of the Board of Directors contained in the Annual Report. The emoluments of the Directors and Supervisors under paragraph (g) of Rule 17.50(2) of the GEM Listing Rules are set out in note 9 to the Financial Statements of the Company as contained in the Annual Report. There is no information concerning paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules that needs to be disclosed with respect to any Director or Supervisor.

4. GENERAL MANDATE

As the general mandate granted by the Shareholders to issue Shares at the EGM will expire upon the conclusion of the Annual General Meeting, the Directors have resolved to seek Shareholders’ approval at the Annual General Meeting to grant the Directors a new general mandate to issue Domestic Shares and H Shares.

5. THE ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out in this circular. Enclosed with this circular is a reply slip and a form of proxy for use at that meeting. If you intend to attend the Annual General Meeting, please complete and return the enclosed reply slip in accordance with the instructions printed thereon and in this circular as soon as possible such that the reply slip will be received by the Company (with respect to the holders of Domestic Share) and the H-Shares Registrar and Transfer Office (with respect to the H Shares) on or before Saturday, 28 April 2007.

The form of proxy for use at the Annual General Meeting is also enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy to the Company (in the case of the holders of Domestic Shares) or the H-Shares Registrar and Transfer Office in Hong Kong (in the case of the holders of H Shares) in accordance with the instructions printed thereon and in this circular not less than 24 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

6. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on a register of members of the Company as at the end of 27 April 2007 are entitled to attend and vote at the Annual General Meeting. The registers of members of the Company will be closed from 28 April 2007 to 18 May 2007, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the Annual General Meeting and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company’s H-Shares Registrar and Transfer Office no later than 4:30 pm on Friday, 27 April 2007, and all transfers of Domestic Shares together with the relevant documents must be delivered to the Company’s registered address at Block No. 45, Xinyuan Street, Chaoyang District, Beijing, People’s Republic of China no later than 4:00 pm on Friday, 27 April 2007.

LETTER FROM THE BOARD

7. ENTITLEMENT TO FINAL DIVIDEND (IF APPROVED AT THE ANNUAL GENERAL MEETING)

The Directors have proposed a final dividend of RMB15 cents per Share (tax inclusive, if relevant), which is subject to the Shareholders' approval at the Annual General Meeting. The record date for determining the entitlement of the said proposed final dividend is 18 May 2007, and, subject to obtaining the said Shareholders' approval at the Annual General Meeting, the Shareholders whose names appear on a register of members of the Company on 18 May 2007 will be entitled to the said proposed final dividend. *Since the registers of members of the Company will be closed from 28 April 2007 to 18 May 2007, both days inclusive, during which no transfer of Shares will be effected, in order to be eligible to the said proposed final dividend (subject to the aforesaid Shareholders' approval), all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H-Shares Registrar and Transfer Office no later than 4:30 pm on Friday, 27 April 2007, and all transfers of Domestic Shares together with the relevant documents must be delivered to the Company's registered address at Block No. 45, Xinyuan Street, Chaoyang District, Beijing, People's Republic of China no later than 4:00 pm on Friday, 27 April 2007.*

8. POLL PROCEDURE

Set out below is the procedure by which Shareholders and the chairman of any Shareholders' meeting may demand a poll pursuant to article 72 of the Existing Articles, subject to the requirements under the GEM Listing Rules:

"At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is demanded before or after any vote by show of hands by:

- (1) the chairman of the meeting;
- (2) at least two shareholders, who possess the right to vote, present in person or by proxy; or
- (3) any shareholder or shareholder's present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all shareholders having the right to attend and vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, that the resolution has been carried.

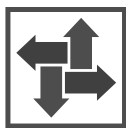
A demand for a poll may be withdrawn by the person who made the demand."

9. RECOMMENDATION

For the reasons set out above, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

By Order of the Board,
Beijing Jingkelong Company Limited
Wei Tingzhan
Chairman

NOTICE OF ANNUAL GENERAL MEETING



北京京客隆
商业集团股份有限公司
BEIJING JINGKELONG COMPANY LIMITED

北京京客隆商業集團股份有限公司
BEIJING JINGKELONG COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8245)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**2006 Annual General Meeting**”) of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited*) (the “**Company**”) for the year ended 31 December 2006 will be held at Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China on Friday, 18 May 2007 at 9:00 a.m. for the purpose of considering the following matters:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2006.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2006.
3. To consider and receive the consolidated audited financial statements of the Company and the Auditors' Report for the year ended 31 December 2006.
4. To consider and approve the re-appointment of Ernst & Young Hua Ming Certified Public Accountants (安永華明會計師事務所) as the PRC auditors of the Company and Ernst & Young as the non-PRC auditors of the Company for the period from the conclusion of the 2006 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2007, and to authorize any committee of the Board of Directors of the Company to determine their respective remuneration (and, for the purpose of this resolution, “PRC” means the People's Republic of China, but excluding Hong Kong, Macau and Taiwan).
5. To consider and approve the profit distribution of the Company for the year ended 31 December 2006 (including the payment of the final dividend of RMB15 cents per share of the Company).
6. To consider and approve the granting of a mandate to the Board of Directors of the Company to declare and procure the Company to pay interim dividend (if any) to the Company's shareholders for any period in the year ending 31 December 2007.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve the appointment of Mr. Wei Tingzhan as an executive Director of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix his remuneration; a form of his employment agreement will be tabled at the 2006 Annual General Meeting.
8. To consider and approve the appointment of Mr. Li Jianwen as an executive Director of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix his remuneration; a form of his employment agreement will be tabled at the 2006 Annual General Meeting.
9. To consider and approve the appointment of Ms. Li Chunyan as an executive Director of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix her remuneration; a form of her employment agreement will be tabled at the 2006 Annual General Meeting.
10. To consider and approve the appointment of Mr. Liu Yuejin as an executive Director of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix his remuneration; a form of his employment agreement will be tabled at the 2006 Annual General Meeting.
11. To consider and approve the appointment of Mr. Gu Hanlin as a non-executive Director of the Company for the period from 1 November 2007 to 31 October 2010; a form of his appointment letter will be tabled at the 2006 Annual General Meeting.
12. To consider and approve the appointment of Mr. Li Shunxiang as a non-executive Director of the Company for the period from 1 November 2007 to 31 October 2010; a form of his appointment letter will be tabled at the 2006 Annual General Meeting.
13. To consider and approve the appointment of Mr. Chung Chi Kong as an independent non-executive Director of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix his remuneration; a form of his appointment agreement will be tabled at the 2006 Annual General Meeting.
14. To consider and approve the appointment of Mr. Huang Jiangming as an independent non-executive Director of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix his remuneration; a form of his appointment agreement will be tabled at the 2006 Annual General Meeting.
15. To consider and approve the appointment of Mr. Fan Faming as an independent non-executive Director of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix his remuneration; a form of his appointment agreement will be tabled at the 2006 Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

16. To consider and approve the appointment of Mr. Yang Baoqun as a Supervisor of the Company for the period from 1 November 2007 to 31 October 2010; a form of his appointment letter will be tabled at the 2006 Annual General Meeting.
17. To consider and approve the appointment of Ms. Cheng Xianghong as an independent Supervisor of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix her remuneration; a form of her appointment agreement will be tabled at the 2006 Annual General Meeting.
18. To consider and approve the appointment of Mr. Chen Zhong as an independent Supervisor of the Company for the period from 1 November 2007 to 31 October 2010 and authorise the Board of Directors (or any committee thereof) to fix his remuneration; a form of his appointment agreement will be tabled at the 2006 Annual General Meeting.
19. To consider and authorise the Board of Directors (or any committee thereof) to fix the remuneration of the independent non-executive Directors such that they will be entitled to receive not more than RMB200,000 per annum (inclusive of tax) in aggregate; to note and approve that the non-executive Directors shall not receive any remuneration; and to consider and authorise the Board of Directors (or any committee thereof) to fix the remuneration of the executive Directors by reference to their respective management functions in the Company and its subsidiaries.
20. To consider and authorise the Board of Directors (or any committee thereof) to fix the remuneration of the independent Supervisors such that they will be entitled to receive not more than RMB80,000 per annum (inclusive of tax) in aggregate; and to consider and authorise the Board of Directors (or any committee thereof) to fix the remuneration of the Supervisors appointed by the staff of the Company and of any internal Supervisor appointed by the shareholders by reference to their respective work functions in the Company and its subsidiaries.

AS SPECIAL RESOLUTIONS:

To consider and, if thought fit, pass the following resolutions as special resolutions:

21. **“THAT:**
 - (1) the board of the directors of the Company (the **“Board”**) be and is hereby authorized and granted an unconditional general mandate (**“General Mandate”**) to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:

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- (a) the General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (b) the aggregate nominal amount of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue or any separate approval of the shareholders of the Company) shall not exceed:
 - (i) 20 per cent of the aggregate nominal amount of the Domestic Shares in issue; and
 - (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, respectively, in each case as at the date of passing of this resolution; and
- (c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the People's Republic of China (the "PRC") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as the case may be) (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

and, for the purpose of this resolution:

"Domestic Share(s)" mean ordinary domestic share(s) in the share capital of the Company which are subscribed and/or paid for in Renminbi;

"H Share(s)" mean overseas listed foreign invested shares (being ordinary shares) in the share capital of the Company which are subscribed and/or paid for in Hong Kong dollars or foreign currency other than Renminbi;

"Relevant Period" means the period from the date of passing this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or

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- (b) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares;

- (2) contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
 - (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.”

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22. “THAT:

The following amendments (the “**Articles Amendments**”) shall be made to the existing articles of association of the Company (the “**Existing Articles**”):

- (1) to remove “[” and “]” in clause 11 of the Existing Articles;
- (2) in clause 12 of the Existing Articles:
 - (i) to insert “、定型包裝食品(含乳冷食品)、散裝食品、熟食製品、生肉、乾鮮果品、蔬菜、保健食品” after the words “副食品” on the second line;
 - (ii) to remove “、II類” after “醫療器械(I)” on the fourth line;
 - (iii) to insert “、服裝、首飾、文具用品、體育用品及器材、日用雜品、勞保用品、傢具、鐘錶、眼鏡、寵物用品、通訊設備、電子產品、計劃生育用品、化妝品；維修通訊器材” after the words “磁卡” on the fourth line;
 - (iv) to remove “乙類非處方藥、” on the fourth and fifth lines;
 - (v) to insert “、煙花、爆竹” after the words “雪茄煙” on the sixth line;
 - (vi) to insert “現場制售：麵食製品、裱花蛋糕、主食、快餐、小吃;” after “加工首飾;” on the ninth line; and
 - (vii) to substitute “(以工商行政管理部門核准的業務範圍為準。)” on the tenth line with “。以下由分支機構經營：物業管理、機動車公共停車場服務；加工豆腐、豆漿、豆製品；房地產開發。(以工商行政管理部門核准的業務範圍為準。)”;

(English translation:

- (2) in clause 12 of the Existing Articles:
 - (i) to insert “、pre-shaped packaged food products (including chilled dairy products)、individually packaged food products、cooked food products、raw meat、dried and fresh fruits、vegetables、health food products” after the words “auxillary food products” on the second line;
 - (ii) to remove “、II category” after “medical equipment (I)” on the fourth line;

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- (iii) *to insert “ ` clothes ` jewellery ` stationary ` sporting goods and equipment ` miscellaneous daily products ` labour work related products ` furniture ` clocks and watches ` spectacles ` pets products ` communication equipments ` electronic products ` planed fertility products ` cosmetic products; repair of communication equipment” after the words “magnetic cards” on the fourth line;*
 - (iv) *to remove “category B non-prescribed medicine ` ” on the fourth and fifth lines;*
 - (v) *to insert “ ` fireworks ` fire crackers” after the words “cigar” on the sixth line;*
 - (vi) *to insert “to be produced at the premises: noodle products ` decorated cakes ` staple food ` fast food ` snacks;” after “processed jewellery;” on the ninth line; and*
 - (vii) *to substitute “(the scope of business approved by the administration for industry and commerce and regulatory department shall prevail.” on the tenth line with “. The following shall be operated by branches: property management ` vehicle parking facilities; processed bean curd ` soya milk ` soya products; property development. (The scope of business approved by the administration for industry and commerce and regulatory department shall prevail.)”;*
- (3) by deleting the part of clause 19 of the Existing Articles beginning from (and including) the words “不超過23,462萬股” until the end of that clause and insert the words “23,282萬股 (已行使15%的超額配售股權) , 佔公司可發行的普通股總數約60.53% 。” in its place;

(English translation:

- (3) *by deleting the part of clause 19 of the Existing Articles beginning from (and including) the words “shall not be more than 234,620,000 shares” until the end of that clause and insert the words “232,820,000 shares (after the exercise of the 15% over-allotment option), representing approximately 60.53% of the total amount of the common shares issuable by the Company.” in its place;*

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(4) clause 20 of the Existing Articles shall be replaced by the following:

“公司成立及於香港聯交所上市後發行的普通股為15,180萬股(已行使15%的超額配售股權)的境外上市外資股,佔公司可發行的普通股總數的比例約39.47%(已行使15%的超額配售股權)。

於香港聯交所上市後,公司的股本結構為:

股份類別	每股面值人民幣一元	
	股數	比例(約%)
發起人持有的內資股	232,820,000	60.53
境外上市外資股股東所持有的H股	151,800,000	39.47
總股本	<u>384,620,000</u>	<u>100.00</u>

於香港聯交所上市後,發起人持有的股份情況如下:

發起人名稱或姓名	持股數
北京市朝陽副食品總公司	170,169,808
山西信託投資有限責任公司	26,635,710
北京高雅華立科貿有限公司	5,210,428
北京加增工貿有限公司	3,126,257
天津市金港華建築藝術裝飾工程有限公司	5,210,428
李順祥	5,210,428
楊寶群	1,042,086
劉彥力	2,396,797
夏文盛	2,084,171
高家強	2,084,171
顧漢林	1,417,237
衛停戰	1,417,237
戴京	500,201
白憲榮	833,669
陳莉敏	833,669
趙維歷	917,035
李建文	1,354,712
高京生	833,669
田俊英	500,201
屈新華	833,669
李春燕	208,417”;

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(English translation:

(4.) clause 20 of the Existing Articles shall be replaced by the following:

“The amount of common shares issued by the Company after its establishment and listing on the Hong Kong Stock Exchange was 151,800,000 overseas listed foreign shares (after the exercise of the 15% over-allotment option), representing a proportion of approximately 39.47% (after the exercise of the 15% over-allotment option) of the total amount of the common shares issueable by the Company.

After the listing on the Hong Kong Stock Exchange, the Company’s capital structure is:

Class of shares	Face value per share of RMB1 Number of shares	Proportion (approximate %)
Promoter’s domestic shares	232,820,000	60.53
The H shares held by holders of overseas listed foreign shares	151,800,000	39.47
Total capital	384,620,000	100.00

After the listing on the Hong Kong Stock Exchange, the shareholdings of the promoters are as follows:

Promoter’s name	Shareholding
Beijing Chaoyang Auxillary Food Company	170,169,808
Shanxi Trust Investment Company Limited	26,635,710
Beijing Gaoya Huali Kemao Company Limited	5,210,428
Beijing Jiazeng Gongmao Company Limited	3,126,257
Tianjin Jinganghua Jianzhu Art Decoration Work Company Limited	5,210,428
Li Shunxiang	5,210,428
Yang Baoqun	1,042,086
Liu Yanli	2,396,797
Xia Wensheng	2,084,171
Gao Jiaqiang	2,084,171
Gu Hanlin	1,417,237
Wei Tingzhan	1,417,237
Dai Jing	500,201
Bai Xianrong	833,669
Chen Limin	833,669
Zhao Weili	917,035
Li Jianwen	1,354,712
Gao Jingsheng	833,669
Tian Junying	500,201
Qu Xinhua	833,669
Li Chunyan	208,417”;

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- (5) clause 23 of the Existing Articles shall be replaced by the following:

“公司的註冊資本為人民幣38,462萬元。在本章程內所述內資股(包括國有股)及境外上市外資股皆為普通股。”; and

(English translation:

- (5) *“The Company’s registered capital is RMB384,620,000. The domestic shares (including State shares) and the overseas listed foreign shares referred to in these Articles are common shares.”; and*

- (6) sub-clause (5) of clause 49 of the Existing Articles shall be amended as follows:

- (i) line 16 shall be replaced by “(5) 股東會議的：A、一般會議記錄，及B、特別決議;”;
- (ii) to insert “(包括有關的董事會報告、會計師報告及監事會報告)” after “財務會計報告” in line 19;
- (iii) to replace “。” with “;” in line 20;
- (iv) to insert “(10) 已呈交中國工商行政管理局或其它主管機關備案的最近一期的周年申報表副本。”

公司須在香港的營業地點在一般辦工時間內准許公眾及股東查閱和在繳付了合理費用後複印上述第(1)、(3)、(4)、(5)B、(8)及(10)款內的文件，及准許股東查閱和在繳付了合理費用後複印上述第(5)A款內的文件。”

immediately below line 20.

(English translation:

- (6) *sub-clause (5) of clause 49 of the Existing Articles shall be amended as follows:*

- (i) *line 16 shall be replace by “(5)A. Minutes of shareholders’ meeting, and B. special resolution(s) of shareholders’ meeting;*
- (ii) *to insert “(including the related directors’ report, auditors’ report and the supervisory committees’ report) “after “financial and accounting report” in line 19;*

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- (iii) to replace “ ° ” with “;” in line 20;
- (iv) to insert “(10) copy of the latest annual return filed with the administration for industry and commerce or other authorities of The People’s Republic of China.

The Company shall permit the public and its shareholders to inspect and, after payment of reasonable fees, photocopy the documents referred to in paragraphs (1) 、 (3) 、 (4) 、 (5)B 、 (8) and (10) above at the Company’s place of business in Hong Kong during normal office hours, and shall permit its shareholders to inspect and, after payment of reasonable fees, photocopy the documents referred to in paragraph (5)A above.”

immediately below line 20.)

By Order of the Board
Beijing Jingkelong Company Limited
Wei Tingzhan
Chairman

Beijing, 29 March 2007
The People’s Republic of China

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from 28 April 2007 to 18 May 2007 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited at the end of 27 April 2007 are entitled to attend and vote at the 2006 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2006 Annual General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Shares Registrar and Transfer Office, not later than 4:30 p.m. on Friday, 27 April 2007. The address of the Company’s H-Shares Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-16, 17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

The Company will not process registration of transfers of the domestic shares of the Company (“**Domestic Shares**”) from 28 April 2007 to 18 May 2007 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the end of 27 April 2007 are entitled to attend and vote at the 2006 Annual General Meeting. Holders of Domestic Shares should contact the secretary to the board (“**Secretary to the Board**”) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

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- (B) Holders of H Shares and Domestic Shares who intend to attend the 2006 Annual General Meeting should complete and return the reply slip for attending the 2006 Annual General Meeting in person.

Holders of H Shares should complete and return the reply slip to the Company's H-Shares Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong such that the reply slip shall be received by the Company's H-Shares Registrar and Transfer Office 20 days before the 2006 Annual General Meeting (i.e. on or before 28 April 2007).

Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the 2006 Annual General Meeting (i.e. on or before 28 April 2007).

The contact details of the Secretary to the Board are as follows:

3rd Floor, Block No.45, Xinyuan Street
Chaoyang District, Beijing
The People's Republic of China
Telephone No.: 86(10) 6460 3046
Facsimile No.: 86(10) 6461 1370

- (C) Each holder of H Shares entitled to attend and vote at the 2006 Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2006 Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company ("**Shareholder**"). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a "**power of attorney**"). If the form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the 2006 Annual General Meeting on its behalf, the relevant form of proxy must be affixed with the company seal/ chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (D) above must be delivered to the Company's H-Shares Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2006 Annual General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the 2006 Annual General Meeting may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2006 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (D) and (E) above also apply to the holders of Domestic Shares, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board not less than 24 hours before the time appointed for the 2006 Annual General Meeting. The address of the Secretary to the Board is stated in note (B) above.

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- (G) A Shareholder or his proxy should produce proof of identity when attending the 2006 Annual General Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the 2006 Annual General Meeting, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (H) The 2006 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2006 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (I) As the Company is a PRC incorporated company and its official articles of association are in the Chinese language, the English translation of the proposed amendments to the Company's articles of association set out in the English version of this notice are unofficial English language translations (the "**English Translations**") of the official proposed amendments in the Chinese language (the "**Official Amendments**"). Accordingly, in the event of any inconsistency between the English Translations and the Official Amendments, the Official Amendments shall prevail.