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*This announcement, for which the directors of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and is not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) (the “**Company**”) will be held at Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China on Friday, 13 July 2007 at 10:00 a.m. for the purpose of considering the following matters:

### **AS ORDINARY RESOLUTION:**

1. To consider and approve the appointment of Ms. Qu Xinhua as a Supervisor of the Company for the period from 1 November 2007 to 31 October 2010 and authorize the Board of Directors (or any committee thereof) to fix her remuneration; a draft of her employment agreement will be tabled at the EGM.

## AS SPECIAL RESOLUTION:

2. To consider and, if thought fit, pass the following resolution as a special resolution:

**“THAT:**

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

To insert “設計及制作、發佈、代理廣告；酒店管理” after “豆制品” in clause 12 of the Existing Articles.

(English translation:

To insert “design and create, distribute, provide advertisement; hotel management;” after “soya products;” in clause 12 of the Existing Articles.)

3. To consider and, if thought fit, pass the following resolution relating to the granting of a general mandate to the Board of Directors (the “Board”) to issue short term debenture in the PRC as special resolution:

**“THAT:**

- (1) The Board of Directors be and is hereby generally and unconditionally granted a general mandate, subject to the approval from the People’s Bank of the PRC to issue short term debenture (or other non-equity related debt instruments), in one or more tranches, with an amount not exceeding RMB370 million (the “**Debenture Issue**”).
- (2) The Board of Directors (or any committee thereof), taking into consideration the demand of the Company and other market conditions, be and is hereby generally and unconditionally authorized to:
  - (i) determine the terms and conditions of and other matters relating to the Debenture Issue (including, but not limited to, the determination of the final aggregate principal amount, interest rate, rating, guarantee arrangements and use of the proceeds of the Debenture Issue);
  - (ii) do all such acts which are necessary and incidental to the issue of the Debenture Issue (including, but not limited to, the securing of approvals, the determination of selling arrangements and the preparation of relevant application documents); and

- (iii) take all such steps which are necessary for the purposes of executing the Debenture Issue (including, but not limited to, the execution of all requisite documentation and the disclosure of relevant information in accordance with application laws), and to the extent that any of the aforementioned acts and steps have already been undertaken by the Board of Directors (or any committee thereof) in connection with the Debenture Issue, such acts and steps be hereby approved, confirmed and ratified.”

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

Beijing, 28 May 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 23 June 2007 to 13 July 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 22 June 2007 are entitled to attend and vote at the EGM following completion of the registration procedures.

To qualify for attendance and voting at the EGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar and Transfer Office, not later than 4:30 p.m. on 22 June 2007. The address of the Company’s H-Share 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 domestic shares of the Company (“**Domestic Shares**”) from 23 June 2007 to 13 July 2007 (both days inclusive). Holders of Domestic Shares whose names appear on the register of Shares of the Company at the end of 22 June 2007 are entitled to attend and vote at the EGM. 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.

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

Holders of H Shares should complete and return the reply slip to the Company’s H-Share Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company’s H-Share Registrar and Transfer Office 20 days before the EGM (i.e. on or before 23 June 2007).

Holders of Domestic Shares should complete and return the reply slip, 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 EGM (i.e. on or before 23 June 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) 64603046  
Facsimile No.: 86(10) 64611370

- (C) Each holder of H Shares entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on its 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 authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM 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 authorization (if any) as mentioned in note (D) above must be delivered to the Company's H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited (address: Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a Shareholder. Notes (C) and (D) 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 EGM. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his proxy should produce proof of identity when attending the EGM. If a corporate Shareholder's legal representative or any other person authorized by the board of directors or other governing body of such corporate Shareholder attends the EGM, 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 EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own traveling and accommodation expenses.

- (I) As the Company is a PRC incorporated company and its official articles of association are in the Chinese language, the proposed amendments to the Company’s articles of association set out in the English version of this notice are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language as set out in the Chinese version of this notice (the “**Official Amendments**”). Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.
- (J) **Ms. Qu Xinhua**, aged 53, has been a supervisor of the Company since November 2004. 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.

*As at the date of this announcement, the executive Directors are Wei Tingzhan, Li Jianwen, Li Chunyan and Liu Yuejin; non-executive Directors are Gu Hanlin and Li Shunxiang; and independent non-executive Directors are Fan Faming, Huang Jiangming and Chung Chi Kong.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*

\* *For identification purpose only*