
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 otherwise transferred all your shares in **Beijing Jingkelong Company Limited**, you should at once hand this circular together with the enclosed proxy form 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.

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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: 814)

**PROPOSAL FOR APPOINTMENT OF AN EXECUTIVE DIRECTOR
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023**

A notice for convening the Second Extraordinary General Meeting of 2023 the Company to be held at 9:00 a.m. on Friday, 20 October 2023 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People's Republic of China is set out in this circular.

Whether or not you are able to attend the Second Extraordinary General Meeting of 2023, you are requested to complete and return the relevant enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event by no less than 24 hours before the time appointed for the holding of the Second Extraordinary General Meeting of 2023 or at any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Second Extraordinary General Meeting of 2023 or at any adjournment should you so wish.

28 September 2023

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2024 Annual General Meeting”	the annual general meeting of the Company for the year ending 31 December 2024
“Board”	the Board of Directors
“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 Stock Exchange
“the Company’s H-Share Registrar”	Computershare Hong Kong Investor Services Limited Registrar at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary shares(s) issued by the Company, with a denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 September 2023, being the latest practicable date for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of the Second Extraordinary General Meeting of 2023”	the notice of the Second Extraordinary General Meeting of 2023 contained in this circular

DEFINITIONS

“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
“RMB”	Renminbi yuan, the lawful currency of the PRC
“Second Extraordinary General Meeting of 2023”	the second extraordinary general meeting of 2023 of the Company to be held for the purpose of considering the proposed appointment of an executive Director contained in the Notice of the Second Extraordinary General Meeting of 2023
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong)
“Share(s)”	Domestic Share(s) and H Share(s), as the context may require
“Shareholder(s)”	Domestic Shareholder(s) and H Shareholder(s), as the context may require
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

If there is any inconsistency between the Chinese version of the name(s) of the person(s) or entity/entities mentioned in this circular and the English translation thereof, the Chinese version shall prevail.

* *For identification purposes only*

LETTER FROM THE BOARD



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: 814)

Executive Directors:

Mr. Zhang Liwei
Ms. Wang Hong
Ms. Li Chunyan
Mr. Li Shenlin

Registered Office:

Block No. 45
Xinyuan Street
Chaoyang District
Beijing PRC

Non-executive Directors:

Mr. Li Jianwen
Ms. Zhang Yan

Place of business in Hong Kong:

17th Floor
One Island East
Taikoo Place
18 Westlands Road
Quarry Bay, Hong Kong

Independent Non-executive Directors:

Mr. Wang Liping
Mr. Chen Liping
Mr. Kot Man Tat

28 September 2023

To Shareholders

Dear Sir/Madam,

**PROPOSAL FOR APPOINTMENT OF AN EXECUTIVE DIRECTOR
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 22 September 2023 in relation to, among others, the proposed appointment of an executive Director.

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposal for the appointment of an executive Director contained in the Notice of the Second Extraordinary General Meeting of 2023, so that the Shareholders may make an informed decision on voting in respect of the resolution to be tabled at the Second Extraordinary General Meeting of 2023.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

As disclosed in the announcement of the Company dated 22 September 2023, due to new work arrangement, Ms. Li Chunyan will resign as an executive Director of the Company with effect from the conclusion of the Second Extraordinary General Meeting of 2023. It is proposed by the Board that Mr. Zhang Hongbo (“**Mr. Zhang**”) be appointed as an executive Director. The biography of Mr. Zhang is set out as follows:

Mr. Zhang Hongbo (張紅波), aged 52, is an assistant general manager of the Company, the director, chairman of the board of directors and the legal representative of Beijing Jingkelong (Langfang) Company Limited (a wholly-owned subsidiary of the Company). Mr. Zhang obtained a bachelor’s degree from China University of Geosciences. From November 1992 to October 1997, Mr. Zhang was the deputy manager of executive office of the Silk Import & Export Group Company of Hubei Province* (湖北省絲綢進出口集團公司). From October 1997 to March 2003, he served as the manager of the information department of Shenzhen China Resources Supermarket Company Limited* (深圳華潤超級市場有限公司). From March 2003 to March 2006, he was the chief information officer and the manager of the information center of the Company. From June 2006 to August 2015, he was the assistant to the manager and the chief information officer of the Company. Since August 2015, he has been the assistant general manager of the Company.

If the proposed appointment of Mr. Zhang as an executive Director is approved at the Second Extraordinary General Meeting of 2023 by the Shareholders, the Company will enter into a service contract with Mr. Zhang for the term from the conclusion of the Second Extraordinary General Meeting of 2023 to the conclusion of the 2024 Annual General Meeting. Pursuant to the service contract to be entered into with Mr. Zhang, Mr. Zhang will not receive any emoluments for serving as an executive Director but is entitled to remuneration based on his executive duties and responsibilities (other than being a Director) in the Company. Mr. Zhang is entitled to a fixed annual basic salary and a performance based bonus (subject to adjustment which shall be determined with reference to the Company’s annual financial results) in the total amount of RMB560,000.

As at the Latest Practicable Date, Mr. Zhang holds 100,000 Domestic Shares, representing approximately 0.02% of the total issued Shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang:

- (i) does not hold any other position with the Company or other members of the Group;
- (ii) has not held any other directorship in any public company with securities listed on any securities market in Hong Kong or overseas during the three years prior to the Latest Practicable Date;
- (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined respectively in the Listing Rules) of the Company; and

LETTER FROM THE BOARD

- (iv) is not interested or deemed to be interested, nor has short positions, in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed in this circular, there is no other matter relating to the proposed appointment of Mr. Zhang that needs to be brought to the attention of the Shareholders, and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

3. VOTING BY POLL AT THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the voting on the resolution at the Second Extraordinary General Meeting of 2023 will be conducted by way of poll. An announcement on the poll vote results will be made by the Company after the Second Extraordinary General Meeting of 2023 in the manner prescribed under Rule 13.39(5) of the Listing Rules.

4. THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

The Second Extraordinary General Meeting of 2023 will be held at 9:00 a.m. on Friday, 20 October 2023 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. Notice of the Second Extraordinary General Meeting of 2023 is set out in this circular.

The proxy forms for use at the Second Extraordinary General Meeting of 2023 is also enclosed herewith. Whether or not you are able to attend the Second Extraordinary General Meeting of 2023, you are requested to complete and return the enclosed proxy form to the Company (in the case of the holders of Domestic Shares) or to the Company's H-share Registrar (in the case of the holders of H Shares) in accordance with the instructions printed thereon as soon as possible but not less than 24 hours before the time appointed for the holding of the Second Extraordinary General Meeting of 2023 or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Second Extraordinary General Meeting of 2023 or any adjournments should you so wish.

5. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company as at 4:30 p.m., the close of business of Friday, 13 October 2023 are entitled to attend and vote at the Second Extraordinary General Meeting of 2023. The register of members of the Company will be closed from Saturday, 14 October 2023 to Friday, 20 October 2023, both days inclusive, during which no transfer of Shares will be effective. In order to be eligible to attend the Second Extraordinary General Meeting of 2023 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-Share Registrar no later than 4:30 p.m. on Friday, 13 October 2023. Holders of Domestic Shares should contact the secretary to the board of directors of the Company (the "**Secretary to the Board**") for details concerning registration of transfers of

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Domestic Shares. The contact details of the Secretary to the Board are: 3rd Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC; telephone No.: 86 (10) 64603046; and facsimile No.: 86(10) 64611370.

6. RECOMMENDATIONS

The Directors consider that the proposed appointment of an executive Director contained in the Notice of the Second Extraordinary General Meeting of 2023 is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the Second Extraordinary General Meeting of 2023.

By Order of the Board
Beijing Jingkelong Company Limited
Zhang Liwei
Chairman

* *For identification purposes only*

**NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2023**



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: 814)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

NOTICE IS HEREBY GIVEN THAT the second extraordinary 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 2023 (the “**Second Extraordinary General Meeting of 2023**”) will be held at 9:00 a.m. on Friday, 20 October 2023 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China for the purpose of considering the following matters. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the company dated 28 September 2023.

AS ORDINARY RESOLUTION:

To consider and approve the appointment of Mr. Zhang Hongbo (“**Mr. Zhang**”) as an executive Director of the Company for the term from the conclusion of the Second Extraordinary General Meeting of 2023 to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024.

By Order of the Board
Beijing Jingkelong Company Limited
Zhang Liwei
Chairman

Beijing, the People’s Republic of China
28 September 2023

Notes:

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 14 October 2023 to Friday, 20 October 2023 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company’s H-share Registrar and Transfer Office Computershare Hong Kong Investor Services Limited (“**the Company’s H-Share Registrar**”) at 4:30 p.m., the close of business on Friday, 13 October 2023 are entitled to attend and vote at the Second Extraordinary General Meeting of 2023 following completion of the registration procedures.

To qualify for attendance and voting at the Second Extraordinary General Meeting of 2023, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on Friday, 13 October 2023. The address of the Company’s H-Share Registrar is as follows:

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NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

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 Saturday, 14 October 2023 to Friday, 20 October 2023 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 13 October 2023 are entitled to attend and vote at the Second Extraordinary General Meeting of 2023. Holders of Domestic Shares should contact the secretary to the board ("**Secretary to the Board**") of directors of the Company for details concerning registration of transfers of Domestic Shares.

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

- (B) Each holder of H Shares entitled to attend and vote at the Second Extraordinary General Meeting of 2023 may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the Second Extraordinary General Meeting of 2023 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.
- (C) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form 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 proxy form 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 Second Extraordinary General Meeting of 2023 on its behalf, the relevant proxy form 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.
- (D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the Second Extraordinary General Meeting of 2023.
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the Second Extraordinary General Meeting of 2023 may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the Second Extraordinary General Meeting of 2023 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 proxy form 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 by personal delivery or by post, not less than 24 hours before the time appointed for the Second Extraordinary General Meeting of 2023. The address of the Secretary to the Board is stated in note (A) above.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2023

- (F) A Shareholder or his/her proxy should produce proof of identity when attending the Second Extraordinary General Meeting of 2023. 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 Second Extraordinary General Meeting of

2023, such legal representative or other person shall produce his/her 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.

- (G) The Second Extraordinary General Meeting of 2023 is expected to last for not more than half a day. Shareholders who attend the Second Extraordinary General Meeting of 2023 shall bear their own travelling and accommodation expenses.

* *For identification purpose only*