



PARKSON RETAIL GROUP LIMITED

百盛商業集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 3368)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE 2009 ANNUAL GENERAL MEETING (“AGM”)

I/We, ^(note 1) _____
of _____

being the registered holder(s) of ^(note 2) _____ shares of HK\$0.02 each in the capital of Parkson Retail Group Limited (“Company”), hereby appoint ^(note 3) the chairman of the AGM or _____
of _____

as my/our proxy to vote and act for me/us at the AGM (and at any adjournment thereof) of the Company to be held at HKUST Business School Central, 15/F., Hong Kong Club Building, 3A Chater Road, Central Hong Kong on 22 May 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at such AGM (and at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as indicated below.

Please indicate with a “✓” in the box provided how you wish the proxy to vote on your behalf ^(note 5).

	RESOLUTIONS	FOR ^(note 5)	AGAINST ^(note 5)
1	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2008.		
2	To approve the declaration of a final dividend of RMB0.085 per share.		
3	(i) To re-elect the following directors of the Company:		
	(a) Tan Sri CHENG Heng Jem	(i)(a)	(i)(a)
	(b) KO Tak Fai, Desmond	(i)(b)	(i)(b)
	(ii) To authorize the board of directors to fix the Directors’ remuneration.	(ii)	(ii)
4	To re-appoint Messrs. Ernst & Young as auditors and authorize the board of directors to fix their remuneration.		
5(A)	Ordinary Resolution – to grant a general mandate to the directors to repurchase shares up to a maximum of 10% of the existing issued share capital of the Company.		
5(B)	Ordinary Resolution – to grant a general mandate to the directors to allot, issue or deal with new shares up to a maximum of 20% of the existing issued share capital of the Company.		
5(C)	Ordinary Resolution – to extend the general mandate granted to the directors to issue new shares by the number of shares repurchased.		
6	Special Resolution – to amend the Memorandum and Articles of Association as set out in the Notice convening the AGM.		

Shareholder’s Signature _____ ^(Note 6) Dated the _____ day of _____ 2009

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. Any member entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote in his stead. A proxy need not be a member of the Company. If no name is inserted, the chairman of the AGM will act as your proxy.
4. If you wish to appoint a proxy other than the chairman of the AGM, please delete the words “the chairman of the AGM” and insert the name and address of the proxy appointed in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST A RESOLUTION, PLEASE PUT A “✓” IN THE APPROPRIATE BOX MARKED “FOR” OR “AGAINST”.** Failure to tick either box will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under hand of an officer, attorney or other person duly authorised.
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.
9. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.