

# PARKSON 百盛

## 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 2015 ANNUAL GENERAL MEETING (“AGM”)

I/We, <sup>(note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_

shares of HK\$0.02 each in the capital of Parkson Retail Group Limited (“Company”), hereby appoint <sup>(note 3)</sup> 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 The Executive Centre, Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on 22 May 2015, Friday, at 9:30 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 <sup>(note 4)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2014.		
2	To approve the declaration of a final dividend of RMB0.01 per share.		
3	(i) To re-elect Tan Sri Cheng Heng Jem as an executive director of the Company.	(i)	(i)
	(ii) To re-elect Mr Ko Tak Fai, Desmond as an independent non-executive director of the Company.	(ii)	(ii)
	(iii) To re-elect Datuk Lee Kok Leong as a non-executive director of the Company.	(iii)	(iii)
	(iv) To re-elect Mr Chong Sui Hiong as an executive director of the Company.	(iv)	(iv)
	(v) To re-elect Dato’ Dr. Hou Kok Chung as a non-executive director of the Company.	(v)	(v)
	(vi) To re-elect Dato’ Fu Ah Kiow as an independent non-executive director of the Company.	(vi)	(vi)
	(vii) To authorize the board of directors to fix the Directors’ remuneration.	(vii)	(vii)
4	To re-appoint Messrs. Ernst & Young as auditors and authorize the board of directors to fix their remuneration.		
5	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company.		

Shareholder’s Signature \_\_\_\_\_ <sup>(note 5)</sup> Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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. 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.**
- 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.
- 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.
- 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
- 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.
- 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.