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PARKSON 百盛
PARKSON RETAIL GROUP LIMITED
百盛商業集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 03368)

WAIVER FROM STRICT COMPLIANCE FOR LISTING RULE 14.67(6)(a)(i)

Reference is made to the Company's announcement dated 15 July 2015 in relation to the acquisition of shares in Parkson Retail Asia Limited (the "Announcement"). Capitalised terms used herein shall have the same meanings as those defined in the Announcement, unless stated otherwise.

Background

Pursuant to Rule 14.67(6)(a)(i) of the Listing Rules, the Company is required to include in a circular an accountants' report on the Target Group prepared in accordance with Chapter 4 of the Listing Rules. The accounts on which such report is based must relate to a financial period ended 6 months or less before such circular is issued, and the financial information on the Target Group must be prepared using accounting policies which should be materially consistent with those of the Company. In this regard, the Company is required under Chapter 4 of the Listing Rules to include an accountants' report on the Target Group with the financial information of the Target Group for the three financial years ended 30 June 2015.

The consolidated audited accountants' report on the Target Group for the three financial years ended 30 June 2015 were prepared in accordance with Singapore Financial Reporting Standards.

Waiver Sought

The Company has applied to the Stock Exchange for waiver from strict compliance with Rule 14.67(6)(a)(i) regarding certain disclosures under Chapter 4 of the Listing Rules on the following grounds:

- (a) the Target Company is a public company listed on the Main Board of the SGX-ST. The Target Company had published its financial information, including audited accounts on a regular basis in accordance with the requirements of the SGX-ST Listing Manual which requires the Target Company to:
 - (i) as a listed issuer having a market capitalization that is greater than S\$75 million, announce its unaudited consolidated financial statements for each of the first three quarters of its financial year, in the form set out in Appendix 7.2 of the SGX-ST Listing Manual, within 45 days after the end of the quarter; and

- (ii) announce its financial statements for the full financial year, in the form set out in Appendix 7.2 of the SGX-ST Listing Manual, within 60 days after the end of the financial year;
- (b) under the Companies Act (Chapter 50) of Singapore, the Target Company is required to prepare its financial statements in accordance with the Singapore Financial Reporting Standards. The Company therefore believes that such regular and regulated disclosure of the financial information of the Target Group will enable the shareholders and investors of the Company to assess the activities and financial position of the Target Group;
- (c) the Company considers that it would be unduly burdensome, timely and costly for it to engage professional accountants to prepare an accountant's report on the Target Group as required by Rule 14.67(6)(a)(i), Rule 4.03 and Rule 4.11 of the Listing Rules.

Alternative Disclosure

The Company will include the following information in the circular as alternative disclosure to an accountants' report under Chapter 4 of the Listing Rules:

- (a) the consolidated audited financial statements of the Target Group for the financial years ended 30 June 2013, 2014 and 2015 prepared under the Singapore Financial Reporting Standards. The Target Company's auditors, Ernst & Young LLP, had issued a clean opinion on the audited financial statements with emphasis of matters for the financial year ended on 30 June 2015;
- (b) a line-by-line reconciliation of the Target Group's financial information for the differences between its accounting policies under the Singapore Financial Reporting Standards and the Company's accounting policies under IFRS, with an explanation of the differences. The reconciliation would provide financial information under IFRS to facilitate shareholders' assessment of the Target Group's performance and financial position. The Company's auditors would review the reconciliation under Hong Kong Standard of Assurance Engagements 3000; and
- (c) additional material information which is required for an accountants' report under the Listing Rules but not disclosed in the Target Group's published accounts.

Based on the information provided by the Company and the alternative disclosure above, the Stock Exchange granted the waiver from strict compliance with Rule 14.67(6)(a)(i) regarding certain disclosures under Chapter 4 of the Listing Rules.

By order of the Board
PARKSON RETAIL GROUP LIMITED
Tan Sri Cheng Heng Jem
Executive Director & Chairman

Hong Kong, 11 September 2015

As at the date of this announcement, the Executive Directors of the Company are Tan Sri Cheng Heng Jem, Mr. Chong Sui Hiong and Ms. Juliana Cheng San San, the Non-executive Directors are Datuk Lee Kok Leong and Dato' Dr. Hou Kok Chung and the Independent Non-executive Directors are Mr. Ko Tak Fai, Desmond, Mr. Yau Ming Kim, Robert and Dato' Fu Ah Kiow.