

**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)**

**FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE  
EXTRAORDINARY GENERAL MEETING (“EGM”)**

Form of proxy for use by shareholders of Parkson Retail Group Limited (the “Company”) at the extraordinary general meeting (the “EGM”) to be convened at The Executive Centre, Seminar Room – Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 12 October 2015, Monday, at 9:00 a.m. or any adjournment thereof.

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

of \_\_\_\_\_

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

ordinary shares of HK\$0.02 each (“Shares”) in the share capital of the Company hereby appoint<sup>(note 3)</sup> THE CHAIRMAN OF THE EGM

or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy to vote and act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at The Executive Centre, Seminar Room – Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on 12 October 2015, Monday, at 9:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the EGM and at such EGM (and at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as indicated below.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 15 September 2015 unless the context requires otherwise.

Please indicate with a “√” in the box provided how you wish the proxy to vote on your behalf<sup>(note 4)</sup>.

Ordinary Resolution	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
<p>THAT the sale and purchase agreement dated 15 July 2015 (“Agreement”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into among East Crest International Limited as the vendor, Parkson Holdings Berhad as the vendor guarantor, Oroleon (Hong Kong) Limited as the purchaser and the Company as the purchaser guarantor for the sale and purchase of Sale Shares, representing approximately 67.6% of the entire share capital of Parkson Retail Asia Limited and other transactions contemplated therein be and are hereby approved, and the directors of the Company be and are hereby authorised to take such steps as they may consider necessary, appropriate, desirable or expedient to implement or give effect to the terms of the Agreement including but not limited to signing, executing and, where applicable, affixing the common seal of the Company (in accordance with its Articles of Association) onto the relevant documents in relation thereto and if necessary, with such amendments as the directors may deem fit.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signature: \_\_\_\_\_ <sup>(note 5)</sup>

**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 registered in your name(s).
- Any member entitled to attend and vote at the EGM 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 EGM will act as your proxy. If you wish to appoint a proxy other than the chairman of the EGM, please delete the words “THE CHAIRMAN OF THE EGM” 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 EGM other than those referred to in the notice convening the EGM.
- The form of proxy must be signed by a Shareholder, or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so 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 EGM or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM 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 EGM, 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 EGM 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.