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PARKSON 百盛
PARKSON RETAIL GROUP LIMITED
百盛商業集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 03368 & 05936)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Parkson Retail Group Limited (the “**Company**”) will be held at Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Thursday, 17 November 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the equity transfer agreement dated 13 October 2016 and entered into between (i) Parkson Retail Development Co., Ltd.* (百盛商業發展有限公司) (the “**Vendor**”); (ii) the Company; (iii) Shenzhen Qianhai Tulan Investment Centre (LLP)* (深圳前海圖藍投資中心(有限合夥)) (“**Purchaser A**”); (iv) Shanghai Changkun Investment Management Co. Ltd.* (上海長昆投資管理有限公司) (“**Purchaser B**”); and (v) ZRiver Capital Investment Management Limited* (中融長河資本投資管理有限公司) (“**Purchasers Parent**”), pursuant to which, among other things, the Vendor shall sell and Purchaser A and Purchaser B shall purchase the entire equity interests of Beijing Huadesheng Property Management Co., Ltd.* (北京華德盛物業管理有限公司) (the “**Disposal Company**”) (a copy of which has been produced before the Meeting marked “A” and initialled by the chairperson of the Meeting for the purpose of identification) and the transactions provided or contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (b) the loan transfer agreement dated 13 October 2016 and entered into between (i) the Vendor; (ii) the Company; (iii) the Disposal Company; (iv) Purchaser A; and (v) the Purchasers Parent, pursuant to which, among other things, the Vendor shall sell and Purchaser A shall purchase the shareholder’s loan and other monies in the aggregate amount of RMB649,741,101.64 as at 31 July 2016 owed or otherwise payable by the Disposal Company to the Vendor and its related parties after deduction of the monies payable by the Vendor to the Disposal Company (a copy of which has been produced before the Meeting marked “B” and initialled by the chairperson of the Meeting for the purpose of identification) and the transactions provided or contemplated thereunder be and are hereby approved, confirmed and ratified in all respects; and

- (c) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the agreements referred to in paragraphs (a) and (b) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders.”

PARKSON RETAIL GROUP LIMITED

Tan Sri Cheng Heng Jem

Executive Director & Chairman

1 November 2016

Notes:

1. The register of members of the Company will be closed from Wednesday, 16 November 2016 to Thursday, 17 November 2016, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 15 November 2016.
2. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.parksongroup.com.cn).
3. A member entitled to attend and vote at the EGM is entitled to appoint one or, if he holds two or more Shares, more proxies to attend and vote on his behalf. A proxy needs not be a member of the Company.
4. In order to be valid, a form of proxy, together with any power of attorney 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 holding the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
5. A form of proxy for use in connection with the Extraordinary General Meeting is enclosed and such form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.parksongroup.com.cn).
6. If two or more persons are joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.

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