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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)

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Parkson Retail Group Limited to be held at Room 1010, 10th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on 19 May 2022, Thursday at 10 a.m. is set out in this circular. As set out in the section headed "SPECIAL ARRANGEMENTS FOR THE AGM" of this circular, the AGM will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the AGM via electronic facilities. As the Shareholders will not be permitted to attend the AGM in person, all Shareholders (other than those who are required to attend the AGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the AGM are strongly encouraged to appoint the Chairman of the AGM as their proxy by completing and signing the accompanying proxy form in accordance with the instructions printed thereon and returning it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or submitting the proxy form via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 14 April 2022 as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting (as the case may be) via electronic facilities, should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

14 April 2022

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SPECIAL ARRANGEMENTS FOR THE AGM

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect AGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of AGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the AGM to minimise attendance in person, while still enabling Shareholders to vote and ask questions. Details of the special arrangements for the AGM are set out below.

Attending the AGM by means of electronic facilities

The AGM will be a hybrid meeting. The AGM will be held with the minimum number of persons present as is required under the Articles of Association to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the AGM.

Given the above reasons, NO other Shareholder, proxy or corporate representative should attend the AGM in person. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the AGM. The Company strongly encourages Shareholders to attend, participate and vote at the AGM through online access by visiting the e-Meeting System provided by Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong. Shareholders participating in the AGM using the e-Meeting System will also be counted towards the quorum and they will be able to cast their votes and submit questions through the e-Meeting System.

The e-Meeting System permits a "split vote" on a resolution, in other words, a Shareholder casting his/her/its votes through the e-Meeting System does not have to vote all of his/her/its shares in the same way ("**For**" or "**Against**"). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the e-Meeting System are irrevocable once the votes have been casted. The e-Meeting System will be opened for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the eMeeting System to complete the related procedures.

SPECIAL ARRANGEMENTS FOR THE AGM

Registered Shareholders

Registered Shareholders will be able to attend the AGM, vote and submit questions online through the e-Meeting System. Each registered Shareholder's personalised username and password will be sent to him/her/it under separate letter. Registered Shareholders who do not receive their personalised username and password by 10:00 a.m. on Wednesday, 18 May 2022 may contact Tricor Investor Services Limited for assistance at +852 2980 1333 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to is-enquiries@hk.tricorglobal.com.

Non-registered Shareholders

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the "Intermediary") may also be able to attend the AGM, vote and submit questions online through the e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the AGM; and
- (ii) provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, to the email address(es) of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 10:00 a.m. on Wednesday, 18 May 2022, should reach out to Tricor Investor Services Limited for assistance at +852 2980 1333 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to is-enquiries@hk.tricorglobal.com. Without the login details, non-registered Shareholders will not be able to participate and vote using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Questions at the AGM

Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the AGM. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the AGM and may decide, at their discretion, which questions to respond to.

SPECIAL ARRANGEMENTS FOR THE AGM

Appointment of proxy

Shareholders are strongly encouraged to submit their completed proxy forms and appoint the Chairman of the AGM as their proxy well in advance of the AGM. Return of a completed proxy form will not preclude Shareholders from subsequently attending and voting by means of electronic facilities at the AGM or any adjournment thereof should they so wish. Shareholders are requested (a) to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof; or (b) submit the proxy form electronically at <https://spot-meeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof. Registered Shareholders submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the AGM) for the proxy to receive the username and password to participate in the online virtual meeting via the e-Meeting System.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders are advised to check the latest announcements published by the Company for future updates on the AGM arrangements.

Voting for the AGM

Shareholders must note that attending the AGM (either in person or by proxy) through the e-Meeting System is a prerequisite for casting a vote through submission of their voting slips, failing which their voting slips will be rendered invalid, even if submitted. If Shareholders could not attend the AGM (either in person or by his/her/its proxy through the e-Meeting System), Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy to vote on their behalf as referred to in the paragraph headed "Appointment of proxy" above.

Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 1010, 10th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on 19 May 2022, Thursday, at 10 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 23 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Parkson Retail Group Limited (百盛商業集團有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 16 to 23 of this circular

DEFINITIONS

“Latest Practicable Date”	7 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as the same may be amended, modified or supplemented from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as the same may be amended, modified and supplemented from time to time
“Share(s)”	the ordinary share(s) of the Company with a nominal value of HK\$0.02 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 16 to 23 of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD

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)

Executive Directors:

Tan Sri Cheng Heng Jem (*Chairman*)
Ms. Juliana Cheng San San

Non-executive Director:

Dato' Sri Dr. Hou Kok Chung

Independent non-executive Directors:

Dato' Fu Ah Kiow
Mr. Yau Ming Kim, Robert
Mr. Koong Lin Loong

Registered office:

Second Floor, Century Yard,
Cricket Square,
P.O. Box 902,
Grand Cayman, KY1-1103,
Cayman Islands

*Principal place of business
in Hong Kong:*

Room 1010, 10th Floor
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

14 April 2022

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for, among others, (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate.

LETTER FROM THE BOARD

II. SHARE BUY-BACK AND ISSUANCE MANDATES

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

Ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the grant of a general mandate to the Directors to repurchase Shares on the Stock Exchange during the relevant period representing up to a maximum number equivalent to 10% of the total number of issued Shares of the Company as at the date of passing such resolution at the Annual General Meeting (the “Share Buy-back Mandate”);
- (b) the grant of a general mandate to the Directors to allot, issue or deal with additional Shares during the relevant period of an aggregate number not exceeding 20% of the total number of issued Shares of the Company as at the date of passing such resolution at the Annual General Meeting (the “Issuance Mandate”); and
- (c) the extension of the Issuance Mandate by an amount representing the number of the Shares repurchased by the Company under the Share Buy-back Mandate (the “Extension of the Issuance Mandate”).

The Share Buy-back Mandate, the Issuance Mandate and the Extension of the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in ordinary resolution numbered 4 to 6 as set out in the notice of the Annual General Meeting.

Shareholders should refer to the Explanatory Statement contained in Appendix A to this circular which sets out further information in relation to the proposed Share Buy-back Mandate.

As regards the Issuance Mandate, subject to the passing of the ordinary resolution numbered 5 as set out in the Notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company since the Latest Practicable Date and up to the Annual General Meeting, exercise in full of the Issuance Mandate could accordingly result in up to 526,906,450 fully paid up new Shares to be allotted, issued and dealt with by the Company during the period in which the Issuance Mandate remains in force.

LETTER FROM THE BOARD

III. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 130 of the Articles of Association, Tan Sri Cheng Heng Jem and Mr. Yau Ming Kim Robert (“Mr. Yau”) shall retire at the Annual General Meeting. All of the retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has recommended to the Board the nomination of the above-named Directors for re-election as Directors at the forthcoming Annual General Meeting. The Board had accepted the recommendation of the Nomination Committee.

Mr. Yau who has been serving as Independent Non-executive Director of the Company for more than 9 years, and is holding other listed company directorships as set in his biographical information set out in Appendix B to this circular, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring Independent Non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Separate resolutions will be put forward at the Annual General Meeting for the re-election of Tan Sri Cheng Heng Jem and Mr. Yau as Directors. Information on the retiring Directors as required to be disclosed under the Listing Rules are set out in Appendix B to this circular.

LETTER FROM THE BOARD

IV. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 23 of this circular.

In accordance with Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the Annual General Meeting will be decided by poll. Accordingly, the chairman of the Annual General Meeting will demand a poll on each of the proposed resolutions at the Annual General Meeting pursuant to Article 90 of the Articles of Association. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the Annual General Meeting. The Company will publish an announcement of the poll results on the websites of the Stock Exchange and the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.parksongroup.com.cn). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 14 April 2022 as soon as possible but in any event no later than 10 a.m. on Tuesday, 17 May 2022 (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting if you so wish.

Registered Shareholders are requested to provide a valid email address of his or her proxy (except appointment of "The Chairman of the Meeting") for the proxy to receive the login access code to participate online to the e-Meeting System.

V. RECOMMENDATIONS

The Directors are of the opinion that the proposed re-election of retiring Directors, the grant of the proposed Share Buy-back Mandate, the proposed Issuance Mandate and the proposed Extension of the Issuance Mandate are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

VI. RESPONSIBILITY STATEMENT

This circular contains particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

By Order of the Board
Parkson Retail Group Limited
Tan Sri Cheng Heng Jem
Executive Director & Chairman

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Share Buy-back Mandate to be proposed at the Annual General Meeting.

(A) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$52,690,645 comprising 2,634,532,250 shares of HK\$0.02 each. Subject to the passing of ordinary resolution numbered 5 as set out in the notice of the Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company since the Latest Practicable Date and up to the Annual General Meeting, exercise in full of the Share Buy-back Mandate could accordingly result in up to 263,453,225 fully paid up Shares being repurchased by the Company during the period ending of the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or its articles of association to be held; and (iii) the revocation or variation of the authority granted under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting prior to the next annual general meeting of the Company.

(B) REASONS FOR SHARE BUY-BACK

The Directors believe that the proposed Share Buy-back Mandate is in the best interests of the Company and Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share. The Directors seek the grant of the Share Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors and in accordance with the Share Buy-back Mandate at the relevant time, having regard to the circumstances then prevailing.

(C) FUNDING OF SHARE BUY-BACK

Repurchases must be financed out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the relevant Laws including but not limited to the laws of the jurisdiction in which the Company is incorporated. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Any repurchases may be made out of profits or the proceeds of fresh issue of shares made for the purpose, or if so authorized by the Articles of Association and subject to the Companies Act, out of capital. Any premium on a purchase may be made out of profits of the Company or the share premium account, if so authorized by the Articles of Association and subject to the Companies Act.

(D) IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that share repurchases pursuant to the Share Buy-back Mandate were to be carried out in full at any time during the proposed repurchase period as compared with the position disclosed in the Company's most recent published audited accounts. However, the Directors do not intend to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company unless the Directors consider such repurchases to be in the best interests of the Company.

(E) MARKET PRICES OF SHARES

The highest and lowest market prices per Shares at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

	Share Price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.295	0.245
May	0.275	0.241
June	0.350	0.241
July	0.320	0.255
August	0.305	0.255
September	0.295	0.246
October	0.290	0.255
November	0.270	0.241
December	0.265	0.211
2022		
January	0.245	0.188
February	0.221	0.185
March	0.209	0.146
From 1 April up to the Latest Practicable Date	0.192	0.180

(F) DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Buy-back Mandate is granted.

(G) UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

(H) TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, Parkson Holdings Berhad ("PHB"), a substantial shareholder of the Company, is deemed to be interested in a total of 1,448,270,000 Shares representing approximately 54.97% of the total issued share capital of the Company. Such 1,448,270,000 Shares comprised of 1,438,300,000 Shares (representing approximately 54.59% of the total issued share capital of the Company) held by PRG Corporation Limited and 9,970,000 Shares (representing approximately 0.38% of the total issued share capital of the Company) held by East Crest International Limited ("ECIL"). PRG Corporation Limited is a wholly-owned subsidiary of ECIL which in turn is wholly-owned by PHB. Tan Sri Cheng Heng Jem, an executive Director and the Chairman of the Company, through his direct interest and a series of companies in which he has a substantial interest, together with the interest held by his wife Puan Sri Chan Chau Ha (alias Chan Chow Har), are entitled to exercise or control the exercise of more than one-third of the voting power at general meetings of PHB, and accordingly are taken to be interested in the said 1,448,270,000 Shares of the Company.

On the basis that no further Shares are issued or repurchased since the Latest Practicable Date up to the Annual General Meeting and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Buy-back Mandate, the attributable interests of PRG Corporation Limited would be increased to approximately 60.66% and for the interests of ECIL, PHB, Tan Sri Cheng Heng Jem and Puan Sri Chan Chau Ha (alias Chan Chow Har) would be increased to approximately 61.08% of the total issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Buy-back Mandate to such extent that the public shareholding in the Company would fall below the prescribed minimum percentage required by the Stock Exchange.

(I) SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting in accordance with the Articles of Association are set out below:

Tan Sri Cheng Heng Jem, aged 79, is an Executive Director and Chairman of the Company. Tan Sri Cheng is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. He has more than 45 years of experience in the business operations of the Lion Group of Companies (“Lion Group”) encompassing retail, credit financing and money lending services, steel, mining, property development, tyre manufacturing, motor, agriculture and computer industries. He oversees the operations of Lion Group and is responsible for the formulation and monitoring of the overall corporate strategic plans and business development of the Group.

Tan Sri Cheng was the President of The Associated Chinese Chambers of Commerce and Industry of Malaysia (“ACCCIM”) and The Chinese Chamber of Commerce and Industry of Kuala Lumpur and Selangor (“KLSCCCI”) from 2003 to 2012 and is now a Life Honorary President of ACCCIM and KLSCCCI. He was also the President of Malaysia Retailers Association (“MRA”) from August 2014 to May 2018 and was appointed an Honorary President of MRA from June 2018 to July 2020. In July 2020, he was again appointed the President of MRA. He was the Chairman of the Federation of Asia-Pacific Retailers Associations (“FAPRA”) from October 2017 to September 2019, and in September 2019, he was appointed the Vice Chairman of the FAPRA. He is a Trustee of ACCCIM’s Socio-Economic Research Trust and the President of Malaysia Steel Association.

Tan Sri Cheng’s directorships in public companies are as follows:

- Chairman and Managing Director of Parkson Holdings Berhad
- Chairman of Lion Posim Berhad
- Director of Lion Asiapac Limited
- Executive Chairman of Parkson Retail Asia Limited
- A Founding Member and a Permanent Trustee of The Community Chest, a company limited by guarantee established by the private sector for charity purposes

Save for The Community Chest, all the above companies are public listed companies in Malaysia whilst Lion Asiapac Limited and Parkson Retail Asia Limited are public listed companies in Singapore.

APPENDIX B**DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT ANNUAL GENERAL MEETING**

Tan Sri Cheng is the father of Ms. Juliana Cheng San San, the Executive Director of the Company. He is the spouse of Puan Sri Chan Chau Ha alias Chan Chow Har, a substantial Shareholder of the Company. Tan Sri Cheng is a controlling shareholder of PHB, a substantial Shareholder of the Company and also a controlling shareholder of PRG Corporation Limited, a substantial Shareholder of the Company by virtue of his deemed interest through PHB which holds 100% of ECIL which in turn holds 100% of PRG Corporation Limited. Save as disclosed above, Tan Sri Cheng does not have any relationship with any other Directors or senior management or substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Tan Sri Cheng has a corporate interest of 1,448,270,000 Shares within the meaning of Part XV of the SFO.

The Company has renewed the letter of appointment with Tan Sri Cheng for a term of three years commencing from 9 November 2020. He is entitled to receive an annual director's fee of HK\$240,000 or such other sum as may be determined by the Board from time to time.

During the period when Tan Sri Cheng was a director or within 12 months after his ceasing to act as a director of the following company, such company was put into liquidation:

Name of Company	Place of Incorporation	Nature of Business	Date of Commencement of the Winding-up	Current Status/ Amount Involved as at 15 October 2019
Lion Diversified Holdings Berhad (In liquidation)	Malaysia	Investment Holding	15 October 2019	Under court winding-up pursuant to court order (ongoing)/Book Value as at 15 October 2019 i) Total Assets – RM153.6 million ii) Total Liabilities – RM280.9 million (excluding contingent liabilities amount)

The Directors are of the opinion that Tan Sri Cheng has demonstrated commitment to his roles as the Chairman and Executive Director of the Company and performed effectively throughout the years, and therefore determine that the re-appointment/continuance of Tan Sri Cheng as Executive Director is in the best interests of the Company and the Shareholders.

APPENDIX B**DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT ANNUAL GENERAL MEETING**

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

Yau Ming Kim, Robert, aged 83, was appointed as an Independent Non-executive Director on 1 January 2007, and is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. Mr. Yau was the Chief Executive or Managing Director of many major international and local apparel companies since 1971. From 1998 to 2004, he was appointed as the Vice Chairman of Hong Kong Exporters' Association, a member of the Executive Committee of The Hong Kong Shippers' Council and the Garment Advisory Committee of The Hong Kong Trade Development Council.

Mr. Yau is currently an independent non-executive director of Alltronics Holdings Limited and Tungtex (Holdings) Company Limited respectively, which shares are both listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Yau does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any Directors or senior management or substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Yau does not hold any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

The Company has renewed the letter of appointment with Mr. Yau for a term of three years commencing from 1 January 2021. He is entitled to receive an annual director's fee of HK\$240,000 or such other sum as may be determined by the Board from time to time.

Mr. Yau has been censured by the Listing Committee of the Stock Exchange on 28 June 2021 in connection with the disciplinary action against Alltronics Holdings Limited (stock code: 833), a company listed on the main board of the Stock Exchange, and its 10 directors, of whom Mr. Yau is one of the independent non-executive directors. Details as per announcement of the Company made on 2 July 2021.

The Directors are of the opinion that Mr. Yau has demonstrated commitment to his role as Independent Non-executive Director of the Company and performed proficiently throughout the years, and therefore determine that the reappointment/continuance of Mr. Yau as Independent Non-executive Director is in the best interests of the Company and the Shareholders.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Parkson Retail Group Limited (“**Company**”) will be held at Room 1010, 10th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on 19 May 2022, Thursday, at 10 a.m. (the “**Annual General Meeting**”) for the following purposes:

- (1) To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2021.
- (2) To re-elect the following directors of the Company (the “**Directors**”) pursuant to the Articles of Association (the “**Articles of Association**”) of the Company:
 - (i) To re-elect Tan Sri Cheng Heng Jem as an executive director of the Company.
 - (ii) To re-elect Mr. Yau Ming Kim Robert as an independent non-executive director of the Company.
 - (iii) To authorize the board of directors to fix the directors’ remuneration.
- (3) To re-appoint Messrs. Grant Thornton Hong Kong Limited as auditor and authorize the board of directors to fix their remuneration.
- (4) To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolutions:

NOTICE OF ANNUAL GENERAL MEETING

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meetings.”

NOTICE OF ANNUAL GENERAL MEETING

- (5) To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

(6) To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
Tan Sri Cheng Heng Jem
Executive Director & Chairman

14 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the Annual General Meeting. Accordingly, the chairman of the Annual General Meeting will demand a poll on each of the proposed resolutions at the Annual General Meeting pursuant to Article 90 of the Articles of Association. Article 97 of the Articles of Association provides that on a poll, every shareholder present in person or by proxy shall have one vote for each share registered in his name in the register. An explanation of the detailed procedures of conducting a poll will be provided to shareholders at the Annual General Meeting. 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).
- (b) For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 16 May 2022 to Thursday, 19 May 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 May 2022 (Hong Kong time), being the last registration date.
- (c) A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy (who must be an individual) to exercise all or any of his right to attend, speak and vote in his stead. A proxy need not be a member of the Company.
- (d) Brief biographical and explanatory details for the respective Directors who offer themselves for re-election at the Annual General Meeting are set out in the circular dated 14 April 2022 of which this Notice forms part.
- (e) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time between 6:30 a.m. and 7:30 a.m. on the day of the Annual General Meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on the Company's website (www.parksongroup.com.cn) and the HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situations.

- (f) 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 14 April 2022 no later than 10 a.m. on Tuesday, 17 May 2022 (Hong Kong time).

Registered Shareholders are requested to provide a valid email address of his or her proxy (except appointment of "The Chairman of the Meeting") for the proxy to receive the login access code to participate online to the e-Meeting System.

However, given the special arrangements adopted by the Company as set out in the section headed "SPECIAL ARRANGEMENTS FOR THE AGM" of this circular (of which this notice forms part), the Company strongly encourages Shareholders to exercise their rights to attend and vote at the AGM via electronic facilities, if a shareholder (other than those who are required to attend the AGM physically to form a quorate meeting) wishes to vote on any resolution for the AGM by proxy, he/she/it should complete, sign and return the Proxy Form accordingly.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL ARRANGEMENTS FOR THE AGM

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect AGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of AGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the AGM to minimise attendance in person, while still enabling Shareholders to vote and ask questions. Details of the special arrangements for the AGM are set out below.

Attending the AGM by means of electronic facilities

The AGM will be a hybrid meeting. The AGM will be held with the minimum number of persons present as is required under the Articles of Association to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the AGM.

Given the above reasons, NO other Shareholder, proxy or corporate representative should attend the AGM in person. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the AGM. The Company strongly encourages Shareholders to attend, participate and vote at the AGM through online access by visiting the e-Meeting System provided by Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong. Shareholders participating in the AGM using the e-Meeting System will also be counted towards the quorum and they will be able to cast their votes and submit questions through the e-Meeting System.

The e-Meeting System permits a "split vote" on a resolution, in other words, a Shareholder casting his/her/its votes through the e-Meeting System does not have to vote all of his/her/its shares in the same way ("**For**" or "**Against**"). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the e-Meeting System are irrevocable once the votes have been cast. The e-Meeting System will be opened for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the eMeeting System to complete the related procedures.

NOTICE OF ANNUAL GENERAL MEETING

Registered Shareholders

Registered Shareholders will be able to attend the AGM, vote and submit questions online through the e-Meeting System. Each registered Shareholder's personalised username and password will be sent to him/her/it under separate letter. Registered Shareholders who do not receive their personalised username and password by 10:00 a.m. on Wednesday, 18 May 2022 may contact Tricor Investor Services Limited for assistance at +852 2980 1333 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to is-enquiries@hk.tricorglobal.com.

Non-registered Shareholders

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the AGM, vote and submit questions online through the e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the AGM; and
- (ii) provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, to the email address(es) of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 10:00 a.m. on Wednesday, 18 May 2022, should reach out to Tricor Investor Services Limited for assistance at +852 2980 1333 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to is-enquiries@hk.tricorglobal.com. Without the login details, non-registered Shareholders will not be able to participate and vote using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Questions at the AGM

Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the AGM. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the AGM and may decide, at their discretion, which questions to respond to.

NOTICE OF ANNUAL GENERAL MEETING

Appointment of proxy

Shareholders are strongly encouraged to submit their completed proxy forms and appoint the Chairman of the AGM as their proxy well in advance of the AGM. Return of a completed proxy form will not preclude Shareholders from subsequently attending and voting by means of electronic facilities at the AGM or any adjournment thereof should they so wish. Shareholders are requested (a) to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof; or (b) submit the proxy form electronically at <https://spot-meeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM or any adjournment thereof. Registered Shareholders submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the AGM) for the proxy to receive the username and password to participate in the online virtual meeting via the e-Meeting System.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice. Shareholders are advised to check the latest announcements published by the Company for future updates on the AGM arrangements.

Voting for the AGM

Shareholders must note that attending the AGM (either in person or by proxy) through the e-Meeting System is a prerequisite for casting a vote through submission of their voting slips, failing which their voting slips will be rendered invalid, even if submitted. If Shareholders could not attend the AGM (either in person or by his/her/its proxy through the e-Meeting System), Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy to vote on their behalf as referred to in the paragraph headed "Appointment of proxy" above.

Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.