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PCD Stores (Group) Limited
中國春天百貨集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00331)

**DISCLOSEABLE AND CONNECTED TRANSACTIONS
IN RELATION TO**

**DEED OF TERMINATION AND AMENDMENT RELATING TO THE
GUANGCHANG OPTION AND GOAL GAIN OPTION**

AND

**THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
GOAL GAIN INVESTMENTS LIMITED**

**Independent Financial Adviser to
the Independent Board Committee and
the Independent Shareholders of the Company**



* for identification purposes only

Reference is made to the section headed “Relationship with Our Ultimate Controlling Shareholders and Connected Transaction - Guiyang Guomao, Guoman Liupanshui and Guiyang Nanguo Huajin –” in the Prospectus, where it is disclosed that Guangchang has granted the Company the Guangchang Option and LDP Management Limited has granted the Company the Goal Gain Option. Unless otherwise defined, terms used in this Announcement shall have the same meaning as those defined in the Prospectus.

The Board wishes to announce that, on 7 August 2010, the Deed of Termination and Amendment was signed between, amongst others, the Company, Guangchang and LDP Management Limited, pursuant to which, subject to the Independent Shareholders’ approval at the EGM, (i) the Guangchang Option was terminated, and (ii) specific terms of the Goal Gain Option were amended. Details of the Deed of Termination and Amendment are set out in “The Deed of Termination and Amendment” below.

The Independent Non-executive Directors, held a meeting on 5 August 2010 to consider whether or not to exercise the Goal Gain Option. The Independent Non-executive Directors reviewed relevant information of Goal Gain and the Guangchang Group up to and including 30 April 2010. The Board is pleased to announce that the Independent Non-executive Directors have unanimously resolved in the meeting to, subject to the Independent Shareholders’ approval of the Deed of Termination and Amendment at the EGM, exercise the Goal Gain Option.

The Board further announces that on 7 August 2010, pursuant to the exercise notice under the Goal Gain Option, the Company and LDP Management Limited entered into the Acquisition Agreement pursuant to which, conditional on the Independent Shareholders’ approval of the Deed of Termination and Amendment and the Acquisition, the Company has agreed to acquire, and LDP Management Limited has agreed to sell, the entire issued share capital of Goal Gain Investments Limited for a total consideration of RMB551,030,251.30, subject to any adjustment if the fair market value of Goal Gain as determined by an independent firm of international valuers to be appointed by LDP Management Limited and the Company is lower than RMB551,030,251.30. Details of the Acquisition Agreement are set out in this announcement.

Completion of the Acquisition is subject to the satisfaction of the conditions precedent set out in the Acquisition Agreement and is therefore conditional. The relevant conditions precedent of the Acquisition Agreement are set out below.

As the Acquisition is subject to the conditions precedent set out in the Acquisition Agreement being satisfied, and the Acquisition may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

The Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. Furthermore, as LDP Management Limited is a connected person of the Company by reason of it being wholly-owned by Alfred Chan and Edward Tan, Controlling Shareholders of the Company, the Acquisition constitutes a connected transaction of

the Company. Given that the relevant applicable percentage ratios set out in the Listing Rules for the Acquisition are more than 5 per cent., the Acquisition is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, apart from Bluestone Global Holdings Limited, a company ultimately controlled by Alfred Chan and Edward Tan and Portico Global Limited, a company ultimately controlled by Alfred Chan and Edward Tan, no other Shareholder has a material interest in the Acquisition Agreement and thus no other Shareholder will be required to abstain from voting on the resolutions to approve the Acquisition at the EGM.

The Independent Board Committee has been formed to advise the Independent Shareholders in respect of the Deed of Termination and Amendment and the Acquisition. Somerley Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of, amongst other things, the Acquisition.

A circular containing, among other things, further details of the Deed of Termination and Amendment and the Acquisition, a letter from Somerley Limited, a letter from the Independent Board Committee, and a notice to convene the EGM will be dispatched to the Shareholders as soon as practicable.

BACKGROUND

As disclosed in the Prospectus, Guangchang has granted to the Company the Guangchang Option and LDP Management Limited has granted to the Company the Goal Gain Option.

On 7 August 2010, the Deed of Termination and Amendment was signed between, amongst others, the Company, Guangchang and LDP Management Limited, pursuant to which, subject to the Independent Shareholders' approval at EGM, (i) the Guangchang Option was terminated, and (ii) specific terms of the Goal Gain Option were amended. Details of the Deed of Termination and Amendment are set out in "The Deed of Termination and Amendment" below.

The Independent Non-executive Directors held a meeting on 5 August 2010 to consider whether or not to exercise the Goal Gain Option and reviewed relevant information of Goal Gain and Guangchang Group up to and including 30 April 2010. The Board is pleased to announce that the Independent Non-executive Directors have unanimously resolved in the meeting to, subject to the Independent Shareholders' approval of the Deed of Termination and Amendment at the EGM, exercise the Goal Gain Option. In the meantime, Shareholders are advised to exercise caution when dealing in the securities of the Company. Details of the exercise of the Goal Gain Option are set out in "The Goal Gain Option" below.

On 7 August 2010, pursuant to the exercise notice under the Goal Gain Option, the Company entered into the Acquisition Agreement with LDP Management Limited, pursuant to which the Company conditionally agreed to acquire, and LDP Management Limited conditionally agreed to sell, the entire issued share capital of Goal Gain for a total consideration of RMB 551,030,251.30, subject to any adjustment if the fair market value of Goal Gain as determined by an independent firm of international valuers to be appointed by LDP Management Limited and the Company is lower than RMB551,030,251.30. Details of the Acquisition Agreement are set out in “The Acquisition Agreement” below.

On Completion, the Company will hold the entire issued share capital of Goal Gain, and Goal Gain shall become a wholly owned subsidiary of the Company.

THE DEED OF TERMINATION AND AMENDMENT

It was originally agreed with other shareholders of Guangchang, being five independent third parties, that a sino-foreign joint venture company, Guiyang Guomao PCD, would be established by Guangchang (holding as to 49%) and the Group (holding as to 51%), which would become the operator of Guiyang Guomao, Guiyang Nanguo Huajin and Guomao Liupanshui. In this regard, Guangchang granted the Company the Guangchang Option to (i) require Guangchang to grant the Group a lease for a term of 10 years at no more than prevailing market rate in relation to the part of the premises which are occupied by Guiyang Guomao and in relation to the store premises on which Guiyang Nanguo Huajin, both of which are owned by Guangchang; and (ii) require the Guangchang Group to sub-lease or procure the sub-leasing to the Group for terms no less favourable to the relevant existing head leases or assign their rights under such head leases in respect of the remaining part of the premises which are occupied by Guiyang Guomao and the premises which are occupied by Guomao Liupanshui, both of which the Guangchang Group leases from independent third parties.

As the intention was for the Controlling Shareholders to cease to retain an indirect interest in Guiyang Guomao PCD through their indirect interest in Guangchang, LDP Management Limited also granted the Company the Goal Gain Option. Under the Goal Gain Option, LDP Management Limited granted the Company a right, on or after the exercise of the Guangchang Option and the completion of the Guangchang Group Restructuring described below, to acquire all of its interest in Goal Gain. As the Guangchang Group carries on other businesses, the Goal Gain Option provided that such companies shall transfer to the Controlling Shareholders or companies held by them all of its businesses and assets other than its interest in Guiyang Guomao PCD (the “Guangchang Group Restructuring”).

As a consequence of the Company deciding not to proceed with the establishment of Guiyang Guomao PCD and the Guangchang Group Restructuring, and to directly purchase all of LDP Management Limited’s interest in Goal Gain, including Goal Gain’s direct and indirect interest in the Guangchang Group, the Deed of Termination and Amendment was entered into on 7 August 2010 to terminate the Guangchang Option and to amend specific terms of the Goal Gain Option.

The Deed of Termination and Amendment provides that (i) the Guangchang Option shall be terminated; (ii) the exercise of the Guangchang Option and the completion of the Guangchang Group Restructuring shall no longer be the pre-requisite to the exercise of the Goal Gain Option; (iii) Guiyang Guomao PCD and the Restructuring shall no longer be referred to; and (iv) the price of the option shall be the lower of (a) the investment cost of LDP Management Limited and/or its shareholders in relation to Goal Gain and its subsidiaries as of a date within six months of the date of the Company issuing an exercise notice pursuant to the Goal Gain Option, and (b) the prevailing fair market value of all the issued shares of Goal Gain.

The Deed of Termination and Amendment is conditional on the Company having obtained the approval of the Independent Shareholders.

THE GOAL GAIN OPTION

After considering whether or not to exercise the Goal Gain Option, the Independent Non-executive Directors considered a number of commercial factors including, without limitation, the financial and business condition, management efficiency and operational results of Goal Gain and the Guangchang Group, and their integration with the Group's current business and strategy. The Independent Non-executive Directors unanimously resolved that it would be in the best interests of the Company and the Shareholders as a whole to exercise the Goal Gain Option. As a result, on 7 August 2010, the Company issued to LDP Management Limited a notice to exercise the Goal Gain Option, subject to the Independent Shareholders' approval of the Deed of Termination and Amendment.

The Deed of Termination and Amendment and the Acquisition Agreement are conditional on the Company having obtained the Independent Shareholders' approval at the EGM.

THE ACQUISITION AGREEMENT

Date of the Acquisition Agreement

7 August 2010

Parties

Purchaser: the Company

Seller: LDP Management Limited

Interest to be acquired

The interest to be acquired by the Company represents the entire issued share capital of Goal Gain.

Consideration

The consideration for the Acquisition shall be RMB551,030,251.30 in cash, being the investment cost of LDP Management Limited and/or its shareholders in relation to Goal Gain and its subsidiaries as of 30 April 2010, subject to any adjustment pursuant to the fair market value of Goal Gain as determined by an independent firm of international valuers to be appointed by LDP Management Limited and the Company. In the event that the fair market value of Goal Gain as determined by such independent valuer is lower than RMB 551,030,251.30, the consideration for the Acquisition shall be adjusted to be such fair market value of Goal Gain.

The consideration is payable within fourteen days from the Completion Date. The Company currently intends to fund such out of the internal cash resources of the Company.

Conditions Precedent

The Acquisition is conditional upon, amongst other things, the following conditions precedent having been fulfilled:

- (1) the obtaining of the necessary approval(s) from the Independent Shareholders in relation to the Deed of Termination and Amendment and implementation and the Acquisition Agreement at the EGM;
- (2) the obtaining of all licences, consents, approvals, notifications, waivers, filings and registrations from or with relevant government authorities (including relevant PRC governmental authorities) necessary for the performance of the Acquisition Agreement and the Completion of the Acquisition; and
- (3) the compliance with all relevant requirements under the Listing Rules by the Company.

The Company and LDP Management Limited shall each use its reasonable endeavours to procure that the conditions precedent are satisfied as soon as possible. If any of the conditions precedent are not fulfilled on or before 31 December 2010 (or such later date as LDP Management Limited and the Company may agree in writing), the rights and obligations of the parties under the Acquisition Agreement shall lapse automatically and cease to have effect except for any accrued rights or liabilities.

Completion

Completion shall take place on the Completion Date.

INFORMATION REGARDING GOAL GAIN

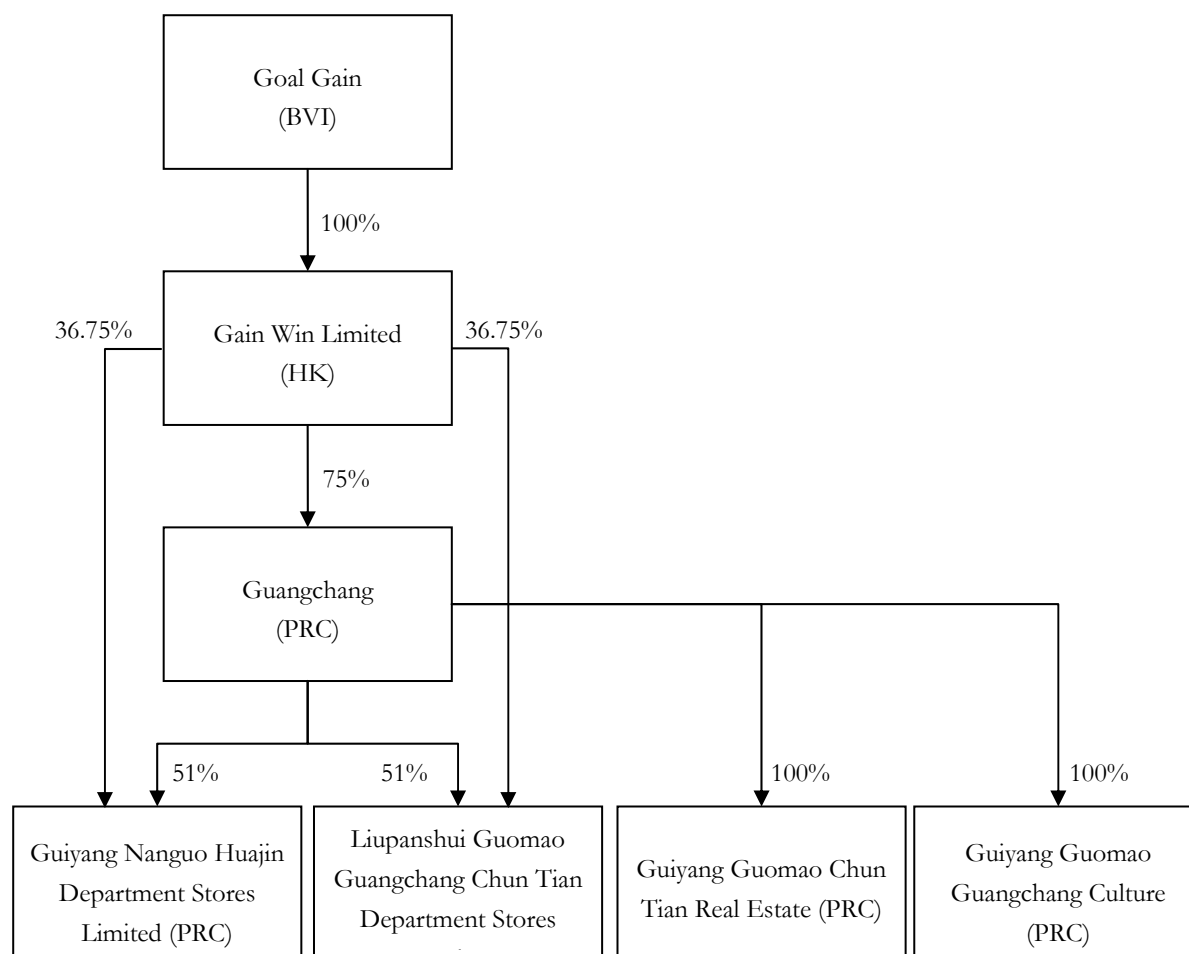
The business of Goal Gain and Guangchang

Goal Gain is an investment holding company incorporated in the British Virgin Islands and held as to 100% by Jacqueline Tan, daughter of Edward Tan, on trust for and on behalf of LDP Management Limited, a company held as to 50% each by Alfred Chan and Edward Tan, the Controlling Shareholders and executive Directors of the Company. Gain Win Limited, a company incorporated in Hong Kong, is a wholly-owned subsidiary of Goal Gain. Gain Win Limited holds 75% of the equity interest of Guangchang, a company incorporated in the PRC, which in turn is the operator of Guiyang Guomao and holds 51% of the equity interest in each of Guiyang Nanguo Huajin Department Stores Limited* (貴陽南國花錦春天百貨有限公司), the operator of Guiyang Nanguo Huajin, and Liupanshui Guomao Guangchang Chun Tian Department Stores Limited* (六盤水國貿廣場春天百貨有限公司), the operator of Guomao Liupanshui. In addition, Gain Win Limited directly holds 36.75% of the equity interest in each of Guiyang Nanguo Huajin Department Stores Limited and Liupanshui Guomao Guangchang Chun Tian Department Stores Limited.

Separately, Guangchang also holds 100% of the equity interests in each of Guiyang Guomao Chun Tian Real Estate and Guiyang Guomao Guangchang Culture. Guiyang Guomao Chun Tian Real Estate is a land and property development company. It currently holds a parcel of land located at the junction of HeXi Lu, ShengFuXi Lu and GongYuan Lu, which is within the city center in Guiyang city. It is expected that this piece of land can be further developed for department store business by the Group. Guiyang Guomao Guangchang Culture engages in the provision of advertising design, product and related services only to Guangchang Group.

* for identification purposes only

The following chart shows the shareholding structure of Goal Gain and its subsidiaries:



FINANCIAL INFORMATION

Goal Gain

Based on Goal Gain's audited consolidated accounts for the financial year ended 31 December 2009 and from 1 January 2010 to 30 April 2010, prepared in accordance with IFRS, the audited profit /(loss) of Goal Gain are as follows:

	Financial year ended 31 December 2009*	From 1 January 2010 to 30 April 2010
	(RMB million)	(RMB million)
Audited profit/(loss) before taxation	36.27	24.60
Audited profit/(loss) after taxation	29.59	16.73

The net asset value of Goal Gain, based on its audited accounts prepared in accordance with IFRS as at 30 April 2010, was approximately RMB12,266,680.

*Note: Goal Gain was incorporated on 23 March 2009; however, the financial information represents the fully year 2009 financials on a consolidated basis.

Gain Win Limited

Based on Gain Win Limited's audited consolidated accounts for the financial year ended 31 December 2009 and four months ending on 30 April 2010, prepared in accordance with IFRS, the audited profit / (loss) of Gain Win Limited are as follows:

	Financial year ended 31 December 2009*	From 1 January 2010 to 30 April 2010
	(RMB million)	(RMB million)
Audited profit/(loss) before taxation	36.27	24.63
Audited profit/(loss) after taxation	29.59	16.76

*Note: Gain Win was incorporated on 15 January 2009; however, the financial information represents the fully year 2009 financials on a consolidated basis.

Guangchang

Based on Guangchang's audited consolidated accounts for the two years ended 31 December 2009 and four months ending on 30 April 2010, prepared in accordance with IFRS, the audited profit /(loss) of Guangchang for the years ended 31 December 2008 and 31 December 2009, and four months ending on 30 April 2010 are as follows:

	Financial year ended 31 December 2008	Financial year ended 31 December 2009	From 1 January 2010 to 30 April 2010
	(RMB million)	(RMB million)	(RMB million)
Audited profit/(loss) before taxation	30.41	36.27	24.63
Audited profit/(loss) after taxation	39.50	29.59	16.76

Guiyang Nanguo Huajin Department Stores Limited

Based on Guiyang Nanguo Huajin Department Stores Limited's audited accounts for the two years ended 31 December 2009 and four months ending on 30 April 2010, prepared in accordance with IFRS, the audited profit /(loss) of Guiyang Nanguo Huajin Department Stores Limited for the years ended 31 December 2008 and 31 December 2009 and four months ending on 30 April 2010 are as follows:

	Financial year ended 31 December 2008	Financial year ended 31 December 2009	From 1 January 2010 to 30 April 2010
	(RMB million)	(RMB million)	(RMB million)
Audited profit/(loss) before taxation	(1.78)	5.19	5.86
Audited profit/(loss) after taxation	(1.78)	4.10	4.46

Liupanshui Guomao Guangchang Chun Tian Department Stores Limited

Based on Liupanshui Guomao Guangchang Chun Tian Department Stores Limited's audited accounts for the two years ended 31 December 2009 and four months ending on 30 April 2010, prepared in accordance with IFRS, the audited profit /(loss) of Liupanshui Guomao Guangchang Chun Tian Department Stores Limited for the years ended 31 December 2008 and 31 December 2009 and four months ending on 30 April 2010 are as follows:

	Financial year ended 31 December 2008	Financial year ended 31 December 2009	From 1 January 2010 to 30 April 2010
	(RMB million)	(RMB million)	(RMB million)
Audited profit/(loss) before taxation	(5.32)	(3.11)	(0.25)
Audited profit/(loss) after taxation	(5.32)	(3.11)	(0.25)

Guiyang Guomao Chun Tian Real Estate

Based on Guiyang Guomao Chun Tian Real Estate's audited accounts for the two years ended 31 December 2009 and four months ending on 30 April 2010, prepared in accordance with IFRS, the audited profit /(loss) of Guiyang Guomao Chun Tian Real Estate for the years ended 31 December 2008 and 31 December 2009 and four months ending on 30 April 2010 are as follows:

	Financial year ended 31 December 2008	Financial year ended 31 December 2009	From 1 January 2010 to 30 April 2010
	(RMB million)	(RMB million)	(RMB million)
Audited profit/(loss) before taxation	-	(2.30)	(1.04)
Audited profit/(loss) after taxation	-	(2.30)	(1.04)

Guiyang Guomao Guangchang Culture

Based on Guiyang Guomao Guangchang Culture's audited accounts for the two years ended 31 December 2009 and four months ending on 30 April 2010, prepared in accordance with IFRS, the audited profit /(loss) of Guiyang Guomao Guangchang Culture for the years ended 31 December 2008 and 31 December 2009, and four months ending on 30 April 2010 are as follows:

	Financial year ended 31 December 2008	Financial year ended 31 December 2009	From 1 January 2010 to 30 April 2010
	(RMB million)	(RMB million)	(RMB million)
Audited profit/(loss) before taxation	-	(0.06)	(0.27)
Audited profit/(loss) after taxation	-	(0.06)	(0.27)

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company operates a network of high-end department store and outlet malls in the PRC. Expanding the Group's presence into a new province with potential growth in PRC is a logical and strategic decision.

Guizhou province has become increasingly important over the past few years when the PRC government started placing emphasis on the development of the West. This attracted more investors to enter into Guizhou and created a solid platform for economic growth.

Guiyang is the capital city of Guizhou province. It is a political, economic, cultural and educational center of Guizhou province. Over the past few years, according to Bureau of Statistics of Guiyang, Guiyang's Gross Domestic Product (GDP) growth rate has increased rapidly outgrowing the GDP for PRC as a whole. Accompanying that, retail sales also climbed up annually on a double-digit basis for the last few years, and bringing it to approximately RMB 41 billion for year 2009, accordingly to Bureau of Statistics of Guiyang.

Liupanshui, another city in Guizhou, enjoys a similar growth trend. Liupanshui is situated at the joint of Sichuan, Yunnan and Guizhou. Geographically, consumers are not only limited to local residents but also extend to include visitors from nearby cities, such as Kunming. Similarly to

Guiyang, Liupanshui's GDP has enjoyed double-digit growth, and retail sales has almost doubled from RMB 6 billion in 2005 to RMB 11 billion in 2009, accordingly to Bureau of Statistics of Liupanshui.

The potentials of Guiyang and Liupanshui's retail markets are apparent. The Directors are of the view that this trend will continue, and the various department stores being the subject of the Acquisition will be able to generate revenue and profit contribution to the Group.

With a promising macro-economic outlook of the province, locations remain a key factor in determining the success of department stores. As the city center in Guiyang is relatively small and real estate supply is limited, thus the entry barrier for new comers into the Guiyang market is high. Therefore, the physical locations of Guiyang Guomao and Guiyang Nanguo Huajin, located on Zhonghua Lu, one of the main shopping districts in Guiyang, come as an attractive solution to enter the Guizhou province for the Group. As Guangchang owns part of the property where Guiyang Guomao and the entire property where Guiyang Nanguo Huajin are located, the Group will be able to avoid the risk of market rent fluctuations and potential disruption to business operations from the expiration of a lease. In relation to Guomao Liupanshui, the current 20-year term lease also serves to avoid the risk of relocation due to discontinuation of the lease..

In addition to the existing department store operations within the Guangchang Group, the parcel of land owned by Guiyang Guomao Chun Tian Real Estate, which is located in the city centre of Guiyang City, close to Guiyang Guomao and Guiyang Nanguo Huajin, possesses suitable qualities to be further developed into a property for retail business. The Directors believe that the benefits generated from this land will further complement the existing department store operations and allow the Group to possibly capture additional market share and strengthen the Group's foothold in Guizhou province, in particular Guiyang.

Apart from the above market factors, through the provision of management and consultancy services to Guangchang, Guiyang Nanguo Huajin, and Guomao Liupanshui, the Group was able to closely observe, assess and monitor the operational and financial performance of the stores over a prolonged period of time. During this time, the Group managed to clearly understand the Guiyang retail market trends and consumer preferences, and gain confidence in the sustainability of the operations. Accordingly, the Group is well placed to assume the operations of the stores without causing any possible interruption as and when the Acquisition is approved and completed.

The Directors (excluding the independent non-executive Directors, whose views will be disclosed in the circular) are of the view that the transactions contemplated under the Acquisition Agreement is fair and reasonable, on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules. Furthermore, as LDP Management Limited is a connected person of the Company by reason of it being wholly-owned by Alfred Chan and Edward Tan, Controlling Shareholders of the Company, the Acquisition constitutes a connected transaction of the Company. Given that the relevant applicable percentage ratio set out in the Listing Rules for the Acquisition is more than 5 per cent., the Acquisition is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, apart from Bluestone Global Holdings Limited, a company ultimately controlled by Alfred Chan and Edward Tan and Portico Global Limited, a company ultimately controlled by Alfred Chan and Edward Tan, no other Shareholder has a material interest in the Acquisition Agreement and thus no other Shareholder will be required to abstain from voting on the resolutions to approve the Acquisition at the EGM.

INFORMATION REGARDING THE PARTIES INVOLVED

The Group is a department store group in the PRC which principally engages in high-end and luxury products, generally targeted at high-income earners. The Group also operates or provides management consultancy services to sixteen department stores and one outlet mall in Beijing and seven provinces in China.

LDP Management Limited is a company incorporated under the laws of the British Virgin Islands with limited liability and held as to 50% each by Alfred Chan and Edward Tan, the Controlling Shareholders and executive Directors of the Company. It is beneficially entitled to all of the issued share capital of Goal Gain Investments Limited. Jacqueline Tan, daughter of Edward Tan is the legal owner of 100% of the issued share capital of Goal Gain Investments Limited and holds such interest on trust for and on behalf of LDP Management Limited.

GENERAL

The Independent Board Committee has been formed to advise the Independent Shareholders in respect of, among other things, the Deed of Termination and Amendment and the Acquisition. Somerley Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of, among other things, the Deed of Termination and Amendment and the Acquisition.

An EGM will be convened to consider and if thought fit, to approve, among other things, the Deed of Termination and Amendment and the Acquisition.

A circular containing, amongst other things, details of the Deed of Termination and Amendment and the Acquisition, a letter from Somerley Limited, a letter from the Independent Board Committee, and a notice to convene the EGM will be dispatched to the Shareholders of the Company as soon as practicable, the expected date of dispatch expected by the Company to be on or around 30 August 2010.

As the Acquisition is subject to the conditions precedent set out in the Acquisition Agreement being satisfied and the Acquisition may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

Acquisition	the acquisition of the entire issued share capital of Goal Gain Investments Limited pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder
Acquisition Agreement	the acquisition agreement dated 7 August 2010 entered into between the Company and LDP Management Limited in respect of the Acquisition
associate	has the meaning given to it under the Listing Rules
Business Day(s)	a day on which banks in Hong Kong and the PRC are both open for normal banking business (excluding Saturdays and Sundays)
Company	PCD Stores (Group) Limited (中國春天百貨集團有限公司*) , a limited company incorporated in the Cayman Islands whose shares are listed on the Stock Exchange

* for identification purposes only

Completion	completion of the Acquisition pursuant to the terms and conditions of the Acquisition Agreement
Completion Date	the third Business Day after the date on which all the conditions precedent are satisfied, or at such other time and on such other date as LDP Management Limited and the Company may agree
connected person	has the meaning given to it under the Listing Rules
Controlling Shareholders	Alfred Chan and Edward Tan
Deed of Termination and Amendment	A deed of termination and amendment dated 7 August 2010 in relation to the termination of the Guangchang Option and the variation of the Goal Gain Option
Directors	the directors of the Company
EGM	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Deed of Termination and Amendment and the Acquisition
Goal Gain	Goal Gain Investments Limited, a company incorporated in the British Virgin Islands with limited liability
Goal Gain Option	an option to purchase all of LDP Management Limited's interest in Goal Gain, pursuant to an option agreement dated 29 November 2009, as amended by the Deed of Termination and Amendment
Group	the Company and its subsidiaries
Guangchang	Guiyang Guomao Guangchang Commercial Trading Co. Ltd.* (貴陽國貿廣場商貿有限公司), a company incorporated in the PRC on December 14, 2001 and indirectly held as to 51% by Jacqueline Tan, daughter of Edward Tan, on trust for and on behalf of LDP Management Limited, a company held as to 50% each by Alfred Chan and Edward Tan, the Controlling Shareholders and executive Directors of the Company

* for identification purposes only

Guangchang Group	Guangchang and its subsidiaries
Guangchang Option	an option pursuant to an option agreement dated 29 November 2009, under which an option was granted to the Company by Guangchang to acquire from Guangchang its interest in respect of certain of its businesses and operations
Guiyang Guomao	a department store occupying the basement floor and levels 1 to 5 of the property located on Zhonghua Road North, Guiyang, the PRC, with a total gross floor area of approximately 22,000 square meters
Guiyang Guomao Chun Tian Real Estate	Guiyang Guomao Chun Tian Real Estate Development Ltd.* (貴陽國貿春天房地產開發有限公司), a company incorporated in the PRC on 12 November 2008
Guiyang Guomao Guangchang Culture	Guiyang Guomao Guangchang Culture & Media Advertising Ltd.* (貴陽國貿廣場文化傳播有限公司), a company incorporated in the PRC on 4 February 2009
Guiyang Nanguo Huajin	a department store occupying the basement and levels 1 to 6 of the property located on Zhongshan Road Central, Guiyang, the PRC, with a total gross floor area of approximately 19,700 square metres
Guomao Liupanshui	a department store occupying four floors of the property located in the Zhongshang Development Area, Liupanshui, the PRC, with a total gross floor area of approximately 15,000 square metres
Hong Kong	Hong Kong Special Administrative Region of the PRC
Independent Board Committee	independent board committee of the Company comprising all independent non-executive Directors, namely, Mr. Randolph Yu, Mr. Ainsley Tai and Mr. Li Chang Qing
Independent Shareholders	Shareholders other than Bluestone Global Holdings Limited and Portico Global Limited, who are not required to abstain from voting at the EGM to approve the Acquisition under the Listing Rules

* for identification purposes only

Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange
PRC	the People's Republic of China, which for the purposes of this announcement excludes Hong Kong, Macau Special Administration Region of the PRC and Taiwan
Prospectus	the prospectus of the Company dated 3 December 2009
RMB	Renminbi, the lawful currency of the PRC
Share(s)	ordinary share(s) of US\$0.005 each in the share capital of the Company
Shareholder(s)	the shareholders of the Company
Somerley Limited	Somerley Limited, a corporation licensed to carry out business on Type 1 (dealing in securities), Type 4 (advising on Securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) having CE registration number AAJ067 and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of, among other things, the Acquisition
Stock Exchange	The Stock Exchange of Hong Kong Limited

By Order of the Board
PCD Stores (Group) Limited
Alfred Kai Tai Chan
Chairman

Hong Kong, 9 August 2010

As at the date of this announcement, the Directors of the Company are Mr. Edward Han Kiat Tan, Mr. Alfred Kai Tai Chan (Chairman) and Mr. Lau Kim Yip Tony as executive Directors; Mr. Yu Randolph Albert, Mr. Tai Ainsley and Mr. Li Chang Qing as independent non-executive Directors.