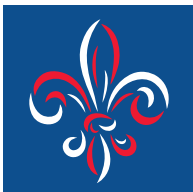


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## **PCD Stores (Group) Limited**

**中國春天百貨集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00331)**

### **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (**Meeting**) of PCD Stores (Group) Limited (Company) will be held at Suite 3310–11, 33/F, Tower 1, Times Square, 1 Matheson Street, Hong Kong on 10 September 2010 at 9:30 a.m., and if thought fit, pass the following resolution as ordinary resolution (with or without modifications):

#### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) (i) the Deed of Termination and Amendment (as defined and described in the circular to the shareholders of the Company dated 25 August 2010, a copy of which has been produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) and the execution thereof and implementation of the transactions thereunder, and (ii) the Acquisition Agreement (as defined and described in the circular to the shareholders of the Company dated 25 August 2010, a copy of which has been produced to the Meeting marked “B” and initialled by the Chairman of the Meeting for the purpose of identification) and the execution thereof and implementation of the transactions thereunder, be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company (**Director**) be and is hereby authorised to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Deed of Termination and Amendment, the Acquisition Agreement and the transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to

any of the provisions of the Deed of Termination and Amendment and the Acquisition Agreement which in his or her opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”

By order of the Board  
**PCD Stores (Group) Limited**  
**Alfred Chan**  
*Chairman*

Hong Kong, 25 August 2010

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 8 September 2010 to Friday, 10 September 2010, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, all duly completed transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 7 September 2010.
2. Any member entitled to attend and vote at the Meeting or any adjournment thereof convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.
3. In case of joint holders of any share, any one of such joint holders may vote at the Meeting or any adjournment thereof, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons to present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice, the Directors are:

Mr. Edward Han Kiat Tan	Mr. Yu Randolph Albert <sup>#</sup>
Mr. Alfred Kai Tai Chan	Mr. Tai Ainsley <sup>#</sup>
Mr. Lau Kim Yip Tony	Mr. Li Chang Qing <sup>#</sup>

<sup>#</sup> *Independent Non-executive Directors*

<sup>\*</sup> *For identification purpose only*

Website: <http://www.pcds.com.cn>