



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)

**Proxy Form for use at the Extraordinary General Meeting
to be held at Suite 3310-11, 33/F, Tower 1, Times Square
1 Matheson Street, Hong Kong on Friday, 10 September 2010**

I/We (note 1) _____
of _____
being the registered holder(s) of _____ (note 2) ordinary shares of
USD0.005 each in the capital of **PCD Stores (Group) Limited** (“the company”) hereby appoint the Chairman of the
meeting or (note 3 & 4) _____
of _____
as my/our proxy to act for me or us on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof)
of the company to be held at Suite 3310-11, 33/F, Tower 1, Times Square, 1 Matheson Street, Hong Kong on Friday, 10
September 2010 at 9:30 a.m. and at such meeting (or at any adjournment thereof) to vote for me/us and my/our name(s) as
directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	(Note 5)	
	For	Against
<p>1 (a) To approve, ratify and confirm (i) the Deed of Termination and Amendment (as defined and described in the circular to the shareholders of the Company dated 25 August 2010) 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) and the execution thereof and implementation of the transactions thereunder.</p> <p>(b) To authorize any director of the Company to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he may in his 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 opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.</p>		

Dated: _____ Shareholder’s signature (note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares of US\$0.005 each of the company registered in your name(s); If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of proxy desired in the space provided.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of any officer or attorney or other person duly authorized.
7. If more than one of the joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stand in the register of members in respect of the joint shareholding.
8. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
9. Completion and delivery of this proxy form shall not preclude a member from attending and voting in person if you so wish.
10. Any alterations made in this form should be initialed by the person who signs it.