



PARKSON RETAIL GROUP LIMITED

百盛商業集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 3368)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING (“EGM”)

I/We, ^(note 1) _____
of _____

being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of **Parkson Retail Group Limited** (the “Company”), hereby appoint ^(note 3) the chairman of the EGM or _____

of _____
as my/our proxy to vote and act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at HKUST Business School Central, 15/F., Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on 4 July 2008 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the EGM and at such EGM (and at any adjournment thereof) to vote on my/our behalf in respect of the resolutions as indicated below.

Please indicate with a “√” in the box provided how you wish the proxy to vote on your behalf ^(note 5).

	RESOLUTIONS	FOR ^(note 5)	AGAINST ^(note 5)
(1)	To pass the ordinary resolution 1 as set out in the Notice convening the Extraordinary General Meeting, inter alia, (a) to approve the sale and purchase agreement dated 21 May 2008 (“Sale & Purchase Agreement”) and other transactions contemplated therein and authorise the directors of the Company to take such steps as they may consider necessary, appropriate, desirable or expedient to implement or give effect to the terms of the Sale and Purchase Agreement; and (b) conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited approving the listing of and granting permission to deal in the Consideration Shares under the Sale and Purchase Agreement, to authorise the directors of the Company to allot and issue the Consideration Shares to the Vendor in accordance with the terms of the Sale and Purchase Agreement.		
(2)	To pass the ordinary resolution 2 as set out in the Notice convening the Extraordinary General Meeting, to approve, inter alia, the subdivision of every one existing issued and unissued shares of HK\$0.10 each in the capital of the Company into five shares of HK\$0.02 each.		

Shareholder’s Signature _____ ^(note 6) Dated the _____ day of _____ 2008.

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. Any member entitled to attend and vote at the EGM is entitled to appoint another person (who must be an individual) as his proxy to attend and on a poll, to vote in his stead. A proxy need not be a member of the Company. If no name is inserted, the chairman of the EGM will act as your proxy.
4. If you wish to appoint a proxy other than the chairman of the EGM, please delete the words “the chairman of the EGM” and insert the name and address of the proxy appointed in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST A RESOLUTION, PLEASE PUT A “√” IN THE APPROPRIATE BOX MARKED “FOR” OR “AGAINST”.** Failure to tick either box will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under hand of an officer, attorney or other person duly authorised.
7. To be valid, this form of proxy together with the power of attorney (if any) 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.
9. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.