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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 Plaza Meeting Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 21 May 2020, Thursday at 11:00 a.m. is set out in this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying 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 as soon as possible but in any event no later than 48 hours before the time scheduled for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting if they so wish.

14 April 2020

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Plaza Meeting Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 21 May 2020, Thursday, at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 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 Law”	the Companies Law, Cap. 22 (Law 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 19 to 23 of this circular

DEFINITIONS

“Latest Practicable Date”	3 April 2020, 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 19 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 Ko Desmond
Mr Yau Ming Kim, Robert

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 2020

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 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

Re-election of retiring Directors

Pursuant to Article 130 of the Articles of Association, Tan Sri Cheng Heng Jem (“Tan Sri Cheng”) and Dato’ Fu Ah Kiow (“Dato’ Fu”) 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 Nominating 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 Nominating Committee.

Dato’ Fu Ah Kiow brings his valuable industry experiences and contributes to the Board’s efforts in promoting the best interests of the Company and its Shareholders. Alongside the other independent non-executive Directors, he contributes to ensuring that the interests of all Shareholders are taken into account and that relevant issues are subject to objective and dispassionate consideration by the Board. The Company received a written confirmation from Dato’ Fu Ah Kiow annually on his independence in accordance with the Listing Rules. Accordingly, the Board considers that Dato’ Fu Ah Kiow remains independent pursuant to Rule 3.13 of the Listing Rules and recommends him to be re-elected as an independent non-executive Director at the Annual General Meeting.

Dato’ Fu Ah Kiow has ample experience in corporate and commercial sectors. The Board is satisfied that with the proposed re-election of Dato’ Fu Ah Kiow can achieve a diversity in board composition and would enhance the quality of performance of the Company.

Separate resolutions will be put forward at the Annual General Meeting for the re-election of Tan Sri Cheng and Dato’ Fu 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 19 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 as soon as possible but in any event no later than 48 hours before the time scheduled for holding the Annual General Meeting or any adjournment thereof. 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.

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
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 4 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 Law, 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 Law.

(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 2019) 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.

APPENDIX A**EXPLANATORY STATEMENT
ON THE SHARE BUY-BACK MANDATE**

(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>
2019		
April	0.66	0.61
May	0.64	0.52
June	0.74	0.54
July	0.69	0.61
August	0.66	0.56
September	0.67	0.59
October	0.64	0.59
November	0.73	0.62
December	0.68	0.60
2020		
January	0.66	0.53
February	0.58	0.49
March	0.55	0.37
From 1 April up to the Latest Practicable Date	0.42	0.38

(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).

APPENDIX B

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

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 77, 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, branding, food and beverage, credit financing and money lending services, property development, mining, steel and 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. Tan Sri Cheng was also the President of Malaysia Retailers Association (“MRA”) from August 2014 to May 2018, and the Chairman of the Federation of Asia-Pacific Retailers Associations (“FAPRA”) from October 2017 to September 2019. Thereafter, Tan Sri Cheng was appointed an Honorary President of MRA in June 2018 and assumed the position of Vice Chairman of FAPRA in September 2019. Tan Sri Cheng is currently 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 and Lion Corporation Berhad (“LCB”)
- Chairman of Lion Posim Berhad (formerly known as Lion Forest Industries Berhad) and ACB Resources Berhad (“ACB”)
- Director of Lion Asiapac Limited
- Executive Chairman of Parkson Retail Asia Limited
- Chairman, 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 LCB, ACB and 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 and the Brand Director of the branding division of Parkson China. 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.

Tan Sri Cheng has renewed the service agreement with the Company for a term of three years commencing from 9 November 2017 (based on the same terms and conditions). As a Director, Tan Sri Cheng is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. He is entitled to annual Director's fee of HK\$240,000 in addition to an annual salary of RMB3,000,000, which were determined by reference to his experience and responsibilities, the Company's performance and remuneration policy and the prevailing market conditions.

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 Proceeding	Particulars/ Amount Involved
Davids Distribution Sdn Bhd	Malaysia	Distribution of groceries and other food products	15 October 1998	Wound-up and dissolved on 29/03/2018, pursuant to a court order

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

Moreover, several companies forming part of the Lion Group in which Tan Sri Cheng is a director had, during the period from 2000 to 2004, undertaken and implemented a group-wide debt and/or corporate restructuring exercise to enable, inter alia, the companies to continue their operations as going concerns and to ensure that they are able to meet their commitments to their creditors. The debt and/or corporate restructuring exercise was carried out as a result of the financial crisis in Malaysia which arose in the second half of 1997 and had an adverse impact on the financial performance of these companies within the Lion Group. These companies are:

- (a) ACB Resources Berhad, Lion Corporation Berhad and Lion AMB Resources Berhad which had undertaken a debt and corporate restructuring exercise for themselves and certain of their subsidiaries pursuant to schemes of arrangement with their respective lenders via Malaysian High Court orders applied and obtained by the respective companies (“GWRs”). The GWRs was implemented on 14 March 2003. Subsequently, several revisions and repayment/redemption were made with the consent of the lenders and bond holders. The details of the aforesaid debts and companies are as follows:

Name of Company	Place of Incorporation	Nature of Business	Amount Involved	Current Status
ACB Resources Berhad and certain of its subsidiaries	Malaysia	Investment holding The majority of its subsidiaries are engaged in provisions of security services and plantation businesses	RM3,326 million net present value as at 14 March 2003	RM1,817 million net present value as at 31 December 2019
Lion Corporation Berhad and certain of its subsidiaries	Malaysia	Investment holding Its subsidiaries are mainly involved in the manufacturing and marketing of steel products such as hot rolled coils, cold rolled coils, bands, plates and sheets; manufacturing, distribution and trading of office equipment, security equipment and steel related products; share registration and secretarial services	RM1,602 million net present value as at 14 March 2003	RM1,282 million net present value as at 31 December 2019
Lion AMB Resources Berhad and certain of its subsidiaries	Malaysia	Investment holding Its subsidiaries are mainly engaged in the business of investment holding, treasury business and provision of training services	RM616 million net present value as at 14 March 2003	Completed

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

- (b) Megasteel Sdn Bhd and Amsteel Mills Sdn Bhd had also undertaken and implemented their own debt restructuring exercises with their respective lenders. The details of which are as follows:

Name of Company	Place of Incorporation	Nature of Business	Date of Implementation	Amount Involved	Current Status
Megasteel Sdn Bhd	Malaysia	Manufacturing of hot rolled coils and cold rolled coils	15 September 2009	RM940 million	pending restructuring
Amsteel Mills Sdn Bhd	Malaysia	Manufacture and marketing of steel bars and wire rods	24 December 2009		Completed

- (c) Details of companies which had undertaken and implemented their own debt restructuring exercises with their respective lenders are as follows:

Name of Company	Place of Incorporation	Nature of Business	Date of Implementation	Amount Involved	Current Status
Lion Diversified Holdings Berhad (in liquidation)	Malaysia	Investment holding	21 December 2000	RM170 million net present value as at 21 December 2000	Completed
Lion Posim Berhad (formerly known as Lion Forest Industries Berhad)	Malaysia	Investment holding, trading and distribution of building and trading of materials, steel products	21 December 2000	RM38.27 million net present value as at 21 December 2000	Completed
Sabah Forest Industries Sdn Bhd	Malaysia	Integrated wood-based activities and pulp & paper mill operations	21 December 2000	RM52.9 million net present value as at 21 December 2000	Sold off
Parkson Corporation Sdn Bhd	Malaysia	Operation of department stores	22 December 2000	RM52.89 million net present value as at 22 December 2000	Completed
Silverstone Berhad	Malaysia	Manufacture and sale of tyres, rubber compounds and other related rubber products	22 December 2000	RM148.1 million net present value as at 22 December 2000	Sold off
Tirta Enterprise Sdn Bhd	Malaysia	Investment holding	31 December 2002	RM64,066,290.41	Completed

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

Name of Company	Place of Incorporation	Nature of Business	Date of Implementation	Amount Involved	Current Status
Lion Holdings Sdn Bhd	Malaysia	Investment holding and property investment	31 December 2002	RM44,245,065.21	Completed
William Cheng Sdn Bhd	Malaysia	Investment holding	31 December 2002	RM1,974,861.21	Completed

The respective restructuring exercises have been implemented and the companies are complying with the terms of their respective restructuring exercise.

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. The Directors are also of the view that the above debt and corporate restructuring exercises involving the companies within the Lion Group are unlikely to affect Tan Sri Cheng in discharging his duties or in any circumstances, could appear to do so. Accordingly, the Directors conclude that the re-appointment/continuance of Tan Sri Cheng as 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 (v) of the Listing Rules.

Dato' Fu Ah Kiow, aged 71, was appointed as an independent non-executive Director on 13 November 2014. Dato' Fu was appointed as Chairman of the Audit Committee on 29 February 2016 and is a member of the Nomination Committee of the Company. Dato' Fu holds a Master Degree in Industrial Engineering specializing in Management Science, Post Graduate Diploma in Education and a B.Sc. (Hons) degree in Physics. Dato' Fu has 13 years of distinguished service since 1995 in the Parliament and Malaysian Government as member of the Parliament, Parliamentary Secretary and Deputy Minister. Before joining the Government, Dato' Fu has worked in a few multinational companies. After retirement from politics in 2008, Dato' Fu was appointed as independent director cum chairman in several listed companies.

Dato' Fu is currently an independent non-executive chairman of Tiong Nam Logistics Holding Berhad and STAR Media Group Berhad (formerly known as "STAR Publications (Malaysia) Berhad") respectively, all public listed companies in Bursa Malaysia Berhad. He was appointed as a non-executive chairman of Cityneon Holdings Limited on 7 February 2017 to 11 August 2017, a public listed company in Singapore Exchange, which is also a subsidiary of listed entity STAR Media Group Berhad.

Dato' Fu resigned as the independent non-executive chairman of Fitters Diversified Berhad on 1 July 2019.

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

Dato' Fu does not have any relationship with any Directors or senior management or substantial Shareholders or controlling Shareholders of the Company.

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

Dato' Fu has renewed the letter of appointment with the Company for a term of one year commencing from 13 November 2019 (based on the same terms and conditions). As a Director, Dato' Fu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. He is entitled to annual Director's fee of HK\$240,000, which were determined by reference to his experience and responsibilities, the Company's performance and remuneration policy and the prevailing market conditions.

Dato' Fu Ah Kiow brings his valuable industry experiences and contributes to the Board's efforts in promoting the best interests of the Company and its Shareholders. Alongside the other independent non-executive Directors, he contributes to ensuring that the interests of all Shareholders are taken into account and that relevant issues are subject to objective and dispassionate consideration by the Board. The Company received a written confirmation from Dato' Fu annually on his independence in accordance with the Listing Rules. The Directors are of the opinion that Dato' Fu 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 Dato' Fu as independent non-executive Director is in the best interests of the Company and the Shareholders.

Dato' Fu Ah Kiow has ample experience in corporate and commercial sectors. The Nomination Committee is satisfied that with the proposed re-election of Dato' Fu Ah Kiow can achieve a diversity in board composition and would enhance the quality of performance of the Company.

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.

The emoluments received by each of the Directors for the year ended 31 December 2019 have been disclosed in the Company's Annual Report 2019.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company relating to the re-election of the above Directors.

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 Plaza Meeting Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 21 May 2020, Thursday, at 11:00 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 2019.
- (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 Dato’ Fu Ah Kiow 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 Ernst & Young as auditor and to 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:

ORDINARY RESOLUTIONS

“**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

- (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

Cheng Heng Jem

Executive Director & Chairman

14 April 2020

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 Friday, 15 May 2020 to Thursday, 21 May 2020, 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 Thursday, 14 May 2020.
- (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 2020 of which this Notice forms part.

NOTICE OF ANNUAL GENERAL MEETING

- (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 not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be).

In light of the recent COVID-19 pandemic, the Company shall conduct the Annual General Meeting with a combination of in-room meeting and virtual meeting. Shareholders shall have the option of joining our Annual General Meeting either by physical attendance at the Annual General Meeting venue, Plaza Meeting Room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, or online through internet by using their computer, tablet device or smartphone. For registered Shareholders, you can attend, vote and submit questions online. For CCASS non-registered Holders, you can join as observer and will be invited to submit questions online, while you will not be able to vote. Your personalized login and access code and/or the user guide for online voting will be sent to you under separate copy around one week before the Annual General Meeting.