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**PARKSON 百盛**  
**PARKSON RETAIL GROUP LIMITED**  
**百盛商業集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 3368)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of Parkson Retail Group Limited (the “Company”) will be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 28 October 2022, at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (i) the sale and purchase agreement dated 9 September 2022 entered into between Qingdao No. 1 Parkson Co., Ltd.\* (青島第一百盛有限公司) as vendor and Qingdao Haiming City Development Company Limited\* (青島海明城市發展有限公司) as purchaser, for the sale and purchase of the Properties (together with the car parking lots, refuge floors and other ancillary facilities) which consist of Floor No. B5-F8, F9-F12A, F27, F46-F48 located at No. 44-60 Zhongshan Road, Shinan District, Qingdao City, Shandong Province, the PRC\* (中國山東省青島市市南區中山路44-60號) with an aggregate construction area of approximately 76,013 sq. m. (the “**Agreement**”) be and are hereby ratified, confirmed and approved; and

- (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the Agreement referred to in paragraphs (i) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders.”

By Order of the Board  
**Tan Sri Cheng Heng Jem**  
*Executive Director & Chairman*

13 October 2022

*Notes:*

- (1) The EGM will be held at the venue of the EGM with the minimum number of persons present as is legally required to form a quorate meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the EGM.
- (2) No other Shareholder, proxy or corporate representative should attend the EGM in person. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the EGM.
- (3) In order to be eligible to attend and vote at the EGM, all unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 October 2022.
- (4) A member entitled to attend, speak and vote at the EGM 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 needs not be a member of the Company.

- (5) 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 EGM, the EGM will be adjourned. The Company will post an announcement on the Company's website ([www.parksongroup.com.cn](http://www.parksongroup.com.cn)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the adjourned meeting.

The EGM 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 EGM under bad weather conditions bearing in mind their own situations.

- (6) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the personalised username and password provided in the notification letter sent by the Company on 13 October 2022 no later than 10 a.m. on Wednesday, 26 October 2022 (Hong Kong time).

Registered Shareholders are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the EGM) for the proxy to receive the login access code to participate online to the e-Meeting System.

However, given the special arrangements adopted by the Company as set out in the section headed "SPECIAL ARRANGEMENTS FOR THE EGM" of the circular (of which this notice forms part), the Company strongly encourages Shareholders to exercise their rights to participate and vote at the EGM via electronic facilities. If a shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution for the EGM by proxy, he/she/it should complete, sign and return the form of proxy accordingly.

### **SPECIAL ARRANGEMENTS FOR THE EGM**

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote but is conscious of the need to protect EGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of EGM attendees, the Company will adopt special arrangements for the EGM to minimise attendance in person, while still enabling Shareholders to participate, vote and ask questions. Details of the special arrangements for the EGM are set out below.

## **Attending the EGM by means of electronic facilities**

The EGM will be a hybrid meeting. The EGM will be held with the minimum number of persons present as is required under the Articles of Association to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the EGM.

Given the above reasons, NO other Shareholder, proxy or corporate representative should attend the EGM in person. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the EGM. The Company strongly encourages Shareholders to attend, participate and vote at the EGM through online access by visiting the e-Meeting System provided by Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong. Shareholders participating in the EGM using the e-Meeting System will also be counted towards the quorum and they will be able to cast their votes and submit questions through the e-Meeting System.

The e-Meeting System permits a "split vote" on a resolution, in other words, a Shareholder casting his/her/its votes through the e-Meeting System does not have to vote all of his/her/its shares in the same way ("**For**" or "**Against**"). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the e-Meeting System are irrevocable once the votes have been casted. The e-Meeting System will be opened for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the e-Meeting System to complete the related procedures.

## **Registered Shareholders**

Registered Shareholders will be able to attend and participate the EGM, vote and submit questions online through the e-Meeting System. Each registered Shareholder's personalised username and password will be sent to him/her/it via a separate letter. Registered Shareholders who do not receive their personalised username and password by 10:00 a.m. on Thursday, 27 October 2022 may contact Tricor Investor Services Limited for assistance at +852 2980 1333 between 9:00 a.m. to 5:00 p.m. (on a business day) or by email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com).

## **Non-registered Shareholders**

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the EGM, vote and submit questions online through the e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the EGM; and
- (ii) provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the EGM arrangements including login details to access the e-Meeting System will be sent by the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, to the email address(es) of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 10:00 a.m. on Thursday, 27 October 2022, should reach out to Tricor Investor Services Limited for assistance at +852 2980 1333 between 9:00 a.m. to 5:00 p.m. (on a business day) or by email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com). Without the login details, non-registered Shareholders will not be able to participate and vote using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

## **Questions at the EGM**

Shareholders attending and participating the EGM using the e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the EGM. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the EGM and may decide, at their discretion, which questions to respond to.

## **Appointment of proxy**

Shareholders are strongly encouraged to submit their completed form of proxy and appoint the Chairman of the EGM as their proxy well in advance of the EGM. Return of a completed form of proxy will not preclude Shareholders from subsequently attending and voting by means of electronic facilities at the EGM or any adjournment thereof should they so wish. Shareholders are requested (a) to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the EGM or any adjournment thereof; or (b) submit the form of proxy electronically at <https://spot-emeeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter, in each case, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the EGM or any adjournment thereof. Registered Shareholders submitting the form of proxy are requested to provide a valid email address of his or her proxy (except appointment of the Chairman of the EGM) for the proxy to receive the username and password to participate in the online virtual meeting via the e-Meeting System. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the EGM arrangements at short notice. Shareholders are advised to check the latest announcements published by the Company for future updates on the EGM arrangements.

## **Voting for the EGM**

Shareholders must note that attending the EGM (either in person or by proxy) through the e-Meeting System is a prerequisite for casting a vote through submission of their voting slips, failing which their voting slips will be rendered invalid, even if submitted. If Shareholders could not attend the EGM (either in person or by his/her/its proxy through the e-Meeting System), Shareholders are strongly encouraged to appoint the Chairman of the EGM as their proxy to vote on their behalf as referred to in the paragraph headed “Appointment of proxy” above.

Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the EGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

*As at the date of this notice, the Executive Directors of the Company are Tan Sri Cheng Heng Jem and Ms. Juliana Cheng San San, the Non-executive Director is Dato’ Sri Dr. Hou Kok Chung and the Independent Non-executive Directors are Dato’ Fu Ah Kiow, Mr. Yau Ming Kim, Robert and Datuk Koong Lin Loong.*