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新世界百貨中國有限公司

New World Department Store China Limited

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

**(Stock Code: 825)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of the shareholders of New World Department Store China Limited (the “**Company**”) will be held at Meeting Room S228, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on Monday, 29 June 2009 at 11:00 am for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Master Management Agreement (as defined and described in the circular of the Company dated 10 June 2009 (the “**Circular**”), a copy of the Circular marked “A” together with a copy of the Master Management Agreement marked “B” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated under the Master Management Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the relevant Annual Caps as defined and described in the Circular in respect of the consideration payable under the Master Management Agreement for each of the three years ending 30 June 2010, 2011 and 2012 be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Master Management Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

2. **“THAT:**

- (a) the Master Leasing Agreement (as defined and described in the circular of the Company dated 10 June 2009 (the **“Circular”**), a copy of the Circular marked “A” together with a copy of the Master Leasing Agreement marked “C” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated under the Master Leasing Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the relevant Annual Caps as defined and described in the Circular in respect of the consideration payable under the Master Leasing Agreement for each of the three years ending 30 June 2010, 2011 and 2012 be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Master Leasing Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

3. **“THAT:**

- (a) the Master Concessionaire Counter Agreement (as defined and described in the circular of the Company dated 10 June 2009 (the **“Circular”**), a copy of the Circular marked “A” together with a copy of the Master Concessionaire Counter Agreement marked “D” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated under the Master Concessionaire Counter Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the relevant Annual Caps as defined and described in the Circular in respect of the consideration payable under the Master Concessionaire Counter Agreement for each of the three years ending 30 June 2010, 2011 and 2012 be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Master Concessionaire Counter Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

4. **“THAT:**

- (a) the Master Services Agreement (as defined and described in the circular of the Company dated 10 June 2009 (the “**Circular**”), a copy of the Circular marked “A” together with a copy of the Master Services Agreement marked “E” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated under the Master Services Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the relevant Annual Caps as defined and described in the Circular in respect of the consideration payable under the Master Services Agreement for each of the three years ending 30 June 2010, 2011 and 2012 be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Master Services Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary or incidental thereto.”

By order of the Board  
**Wong Kwok-kan, Kenneth**  
*Company Secretary*

Hong Kong, 10 June 2009

*Notes:*

- (1) Any member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, 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 Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share, shall alone be entitled to vote in respect thereof.
- (3) A proxy form for use at the Meeting is enclosed.
- (4) To be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong at Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude members from attending and voting in person at the Meeting.

- (5) The Ordinary Resolutions as set out above will be determined by way of a poll.
- (6) The translation into Chinese Language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (7) As at the date of this notice, the non-executive directors of the Company are Dr. Cheng Kar-shun, Henry and Mr. Au Tak-cheong; the executive directors of the Company are Mr. Cheng Chi-kong, Adrian, Mr. Cheung Fai-yet, Philip, Mr. Lin Tsai-tan, David, Mr. Wong Kwok-kan, Kenneth and Ms. Ngan Man-ying, Lynda; and the independent non-executive directors of the Company are Mr. Cheong Ying-chew, Henry, Mr. Chan Yiu-tong, Ivan, Mr. Tong Hang-chan, Peter and Mr. Yu Chun-fai, Henry.