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If you have sold or transferred all your shares in **PCD Stores (Group) Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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: 331)

**NOTICE OF ANNUAL GENERAL MEETING,
PROPOSED DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS
AND**

GENERAL MANDATE TO ISSUE SHARES AND TO REPURCHASE SHARES

A notice convening the annual general meeting of PCD Stores (Group) Limited to be held at Suite 3310-11, Tower 1, Times Square, 1 Matheson Street, Hong Kong on Thursday, 17 May 2012 at 9:30 a.m. is set out on pages 12 to 15 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suite 3310–11, Tower 1, Times Square, 1 Matheson Street, Hong Kong on Thursday, 17 May 2012 at 9:30 a.m.
“Articles”	the articles of association of the Company as amended from time to time
“Associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Bluestone”	Bluestone Global Holdings Limited, the controlling shareholder of the Company
“Company”	PCD Stores (Group) Limited, a company incorporated in the Cayman Islands and which Shares are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares in the manner as set out in resolution no. 5(1) in the notice of the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means Monday, 16 April 2012, being the latest practicable date before the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Portico”	Portico Global Limited, a company ultimately controlled by Mr. Alfred Chan and Mr. Edward Tan, the controlling shareholders of the Company

DEFINITIONS

“PIEL”	Ports International Enterprises Limited, a company which its issued share capital is owned as to 50% each by Mr. Alfred Chan and Mr. Edward Tan, the controlling shareholders of the Company
“PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan Region
“Record Date”	means Friday, 25 May 2012, being the record date for the purpose of determining the entitlement of Shareholders to the proposed final dividend for the year ended 31 December 2011
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in resolution no. 5(2) in the notice of the AGM
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of US\$0.005 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



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: 331)

Executive Directors:

Mr. Alfred Chan (*Chairman*)
Mr. Edward Tan
Mr. Xiang Qiang (*President*)

Independent Non-Executive Directors:

Mr. Li Chang Qing
Mr. Ainsley Tai
Mr. Randolph Yu

Registered Office:

Appleby Trust (Cayman) Limited
Clifton House, 75 Fort Street
P.O. Box 13540
Grand Cayman Islands
KY1-1108, Cayman Islands

*Principal Place of Business
in Hong Kong:*

Suite 3310-11, Tower 1
Times Square
1 Matheson Street
Hong Kong

17 April 2012

Dear Sir/Madam,

**NOTICE OF ANNUAL GENERAL MEETING,
PROPOSED DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS
AND**

GENERAL MANDATE TO ISSUE SHARES AND TO REPURCHASE SHARES

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM in relation to (i) the proposed declaration of final dividend for the year ended 31 December 2011; (ii) the re-election of Directors; and (iii) the granting of the General Mandate and the Repurchase Mandate. A notice of the AGM is set out on pages 12 to 15 of this circular.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED DECLARATION OF FINAL DIVIDEND

According to the announcement of the Company dated 28 March 2012, the Board proposed the payment of final dividend for the year ended 31 December 2011 of RMB1.9 cents for every Share to the Shareholders whose names appear on the register of members of the Company on the Record Date.

Subject to the approval of the Shareholders at the AGM, the proposed payment of final dividend for the year ended 31 December 2011 aforesaid will be distributed and the final dividend cheques will be dispatched to the Shareholders whose names appear on the register of members of the Company on the Record Date. An announcement will be made as soon as practicable after the AGM notifying Shareholders of the exchange rate adopted for the conversion of the RMB dividend into Hong Kong dollars and the expected date of dispatch of cheques.

As far as the Company is aware, as at the Latest Practicable Date, there was no arrangement under which any Shareholder has waived or agreed to waive any dividend proposed to be distributed for the year ended 31 December 2011.

Closure of Register of Members of the Company

The register of members of the Company will be closed from Monday, 14 May 2012 to Thursday, 17 May 2012 (both dates inclusive), during which period no transfer of Shares will be effected. In order to be entitled to attend and vote at the AGM, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of the Shares with the Company's registrar, namely, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 11 May 2012.

The register of members of the Company will be closed from Wednesday, 23 May 2012 to Friday, 25 May 2012 (both dates inclusive), during which period no transfer of Shares will be effected. In order to be qualified for the proposed final dividend for the year ended 31 December 2011, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of the Shares with the Company's registrar, namely, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 22 May 2012. The Shares will be traded on an ex-dividend basis on Monday, 21 May 2012.

RE-ELECTION OF DIRECTORS

In accordance with Articles 108(a) and 112 of the Articles, Mr. Xiang Qiang, an executive Director, and Mr. Ainsley Tai, an independent non-executive Director, will retire at the AGM, and they, being eligible, will offer themselves for re-election at the AGM. Information required to be disclosed under the Listing Rules in relation to the Directors for re-election is set out in Appendix I to this circular.

GENERAL MANDATE AND REPURCHASE MANDATE

By the written resolutions of the Shareholders passed on 31 May 2011, the Directors were granted general mandates to issue Shares and to repurchase Shares. Each of such mandates will expire at the conclusion of the forthcoming AGM.

LETTER FROM THE BOARD

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for granting of the General Mandate to issue Shares, an ordinary resolution set out as resolution no. 5(1) in the notice of the AGM will be proposed at the AGM to grant the General Mandate to the Directors to allot and issue new Shares up to an amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution. In addition, subject to a separate approval under ordinary resolution no. 5(3), the number of Shares purchased by the Company under ordinary resolution no. 5(2) will also be added to the 20% general mandate as mentioned in the ordinary resolution no. 5(1).

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

At the AGM, another ordinary resolution set out as resolution no. 5(2) in the notice of the AGM will be proposed to the Shareholders that the Directors be granted a Repurchase Mandate to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution. An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

NOTICE OF AGM

The AGM will be held at 9:30 a.m. on Thursday, 17 May 2012 at Suite 3310-11, Tower 1, Times Square, 1 Matheson Street, Hong Kong, at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve the proposed declaration of final dividend, the re-election of Directors, the grant to the Directors of the General Mandate and the Repurchase Mandate. The AGM notice is set out on pages 12 to 15 of this circular.

VOTING PROCEDURE

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PROXY

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's

LETTER FROM THE BOARD

Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

RECOMMENDATION

The Board believes that the declaration of the final dividend, the re-election of Directors, the granting of the General Mandate and the Repurchase Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of all the ordinary resolutions as set out in the notice of the AGM.

RESPONSIBILITY STATEMENT

This circular includes 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.

Your attention is drawn to additional information as set out in the Appendices.

Yours faithfully,
By Order of the Board
PCD Stores (Group) Limited
Alfred Chan
Chairman

The particulars of Mr. Xiang Qiang and Mr. Ainsley Tai, who will offer themselves for re-election at the AGM, disclosed pursuant to Rule 13.74 of the Listing Rules are as follows:

Xiang Qiang, 48, was appointed as an executive Director and president of the Company on 1 March 2012. Mr. Xiang has been the general manager of Scitech Group Company Limited since May 2011, a company which the controlling shareholders of the Company are indirect majority shareholders. Mr. Xiang has over 20 years of extensive senior managerial experience as he has been appointed as the general manager, chairman or president of various entities in China with focus on different areas such as hospitality, securities, real estate project management and development, etc. He is also currently an independent non-executive director of Jutal Offshore Oil Services Limited, a company which shares are listed on the Main Board of the Stock Exchange (Stock code: 3303). Mr. Xiang obtained a Bachelor of Engineering degree from Tsinghua University and a Master of Business Administration degree from the School of Management of Xiamen University. He also took the Executive Master of Business Administration course at Cheung Kong Graduate School of Business from May 2005 to May 2007.

As at the Latest Practicable Date, Mr. Xiang does not have any interest in the Company.

Ainsley Tai, 34, was appointed as an independent non-executive Director on 24 November 2009. He is the chairman of the remuneration committee and a member of the audit committee. Mr. Tai obtained his Master of Business Administration degree from The Wharton School of Business of the University of Pennsylvania in 2006. Mr. Tai has been the vice president of Finance and Corporate Strategy for Erie Enterprises Corporation since 8 August 2007. Mr. Tai has extensive experience in corporate strategy, operations and general management through prior positions with Mercer Management Consulting and Salesforce.com.

Mr. Tai has entered into a service contract with the Company for a term of three years commencing on 24 November 2009 and continuing thereafter until being automatically terminated upon his ceasing to be a Director in accordance with the Articles, any applicable law or the Listing Rules. He is subject to retirement by rotation in accordance with the Articles, relevant laws and the Listing Rules. Mr. Tai will receive approximately US\$1,000 for each half-day meeting and approximately US\$1,500 for each whole-day meeting attended. In addition, he will be paid a special engagement fee for any special projects that he may undertake on the instruction of the Board.

As at the Latest Practicable Date, Mr. Tai has options to subscribe for 200,000 Shares.

Save as disclosed, each of the above Directors:

- (i) does not have any relationship with any Directors, senior management, substantial or controlling Shareholders; and
- (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders and each of the above Directors did not hold any directorship in any other listed company in Hong Kong or overseas in the past three years before the Latest Practicable Date.

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide you with the information necessary for your consideration of the Repurchase Mandate to be granted to the Directors.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,225,000,000 Shares.

Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 422,500,000 Shares (representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution to approve the Repurchase Mandate).

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders that they should have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the applicable laws of Hong Kong and the Cayman Islands. The laws of the Cayman Islands provide that the purchase of Shares may only be paid from the profits of the Company and/or out of the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can immediately following such payment, pay its debt as they fall due in the ordinary course of business.

There might be 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 for the year ended 31 December 2011) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in each case and in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applied, they will exercise the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their Associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, Bluestone directly held 1,594,139,851 Shares, representing an effective interest of approximately 37.73% in the issued share capital of the Company. PIEL, by virtue of its interest in Bluestone, was deemed to be interested in the said 1,594,139,851 Shares. PIEL is held 50% by Mr. Alfred Chan and 50% by Mr. Edward Tan. As at the Latest Practicable Date, Portico directly held 77,570,068 Shares, representing an effective interest of approximately 1.84% in the issued share capital of the Company. Mr. Alfred Chan and Mr. Edward Tan are deemed to be interested in the Shares held by Bluestone and Portico. Accordingly, each of Mr. Alfred Chan and Mr. Edward Tan is interested in 1,671,709,919 Shares, representing an effective interest of approximately 39.57% in the issued share capital of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate, the effective interests of Bluestone and PIEL in the issued share capital of the Company would be increased to approximately 41.92%, and the effective interests of Mr. Alfred Chan and Mr. Edward Tan in the issued share capital of the Company would be increased to approximately 43.96%. The Directors consider that such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for Bluestone, Mr. Alfred Chan or Mr. Edward Tan to make a mandatory offer. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases made under the Repurchase Mandate.

The Listing Rules prohibit a company from repurchase of shares on the Stock Exchange if the result of the repurchase would be that the company's public float will fall below 25%. The Directors do not intend to repurchase Shares to such an extent that the public float of the Company will fall below 25%.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange in each of the previous 12 months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2011	2.17	1.95
June 2011	2.07	1.62
July 2011	1.97	1.67
August 2011	1.90	1.38
September 2011	1.58	0.90
October 2011	1.36	0.85
November 2011	1.43	1.12
December 2011	1.32	1.03
January 2012	1.26	1.05
February 2012	1.54	1.15
March 2012	1.68	1.04
April 2012 (up to and including the Latest Practicable Date)	1.12	0.97

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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: 331)

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of PCD Stores (Group) Limited (the “Company”) will be held at Suite 3310–11, Tower 1, Times Square, 1 Matheson Street, Hong Kong on Thursday, 17 May 2012 at 9:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2011.
2. To consider and approve the proposed declaration of final dividend for the year ended 31 December 2011.
3.
 - (1) To re-elect Mr. Xiang Qiang as an executive Director of the Company;
 - (2) To re-elect Mr. Ainsley Tai as an independent non-executive Director of the Company; and
 - (3) To authorize the board of Directors to fix their remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration.
5. To consider, and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:
 - (1) **“THAT:**
 - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares or such securities in the capital of the Company, and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option, warrant or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend 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; or (iii) the exercise of any options under any share option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or right to acquire shares of the Company; or (iv) the exercise of any rights under the bonds, warrants and debentures convertible into shares of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 applicable law or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company 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 on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (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 legal or practical problems or restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(2) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with Cayman Islands law and all applicable laws and/or the Listing Rules or the rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares to be repurchased by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes 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 applicable law or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(3) “**THAT:**

conditional upon the passing of Ordinary Resolutions Nos. 5(1) and 5(2) as set out in the notice convening this meeting, the general unconditional mandate granted to the Directors pursuant to Ordinary Resolution No. 5(1) as set out in the notice convening this meeting be extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the shares repurchased by the Company pursuant to the authority to repurchase shares granted pursuant to Ordinary Resolution No. 5(2) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution.”

By order of the Board
PCD Stores (Group) Limited
Charlotte Su
Company Secretary

Hong Kong, 17 April 2012

Notes:

1. Resolution numbered 5(3) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(1) and 5(2) are passed by the shareholders.
2. The register of members of the Company will be closed from Monday, 14 May 2012 to Thursday, 17 May 2012, both days inclusive, during which period no share transfers will be effected. In order to determine the identity of the shareholders who are entitled to attend the Company's forthcoming Annual General Meeting, all share transfers accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 11 May 2012.
3. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, vote instead of him. A proxy need not be a member of the Company.
4. To be effective, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney 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 appointed for holding the meeting or any adjournment thereof.
5. In accordance with articles 108(a) & 112 of the Company's articles of association, Mr. Ainsley Tai and Mr. Xiang Qiang will retire as Directors at the above meeting and being eligible, all the retiring Directors will offer themselves for re-election. Particulars of the said retiring Directors are set out in the Appendix I to the circular to the shareholders of the Company dated 17 April 2012.
6. As at the date of this notice, the executive Directors are Mr. Alfred Chan, Mr. Edward Tan and Mr. Xiang Qiang; and the independent non-executive Directors are Mr. Randolph Yu, Mr. Ainsley Tai and Mr. Li Chang Qing.