

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*The information set out below in this announcement is provided for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares in the Company.*



## **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)**

### **PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND RESUMPTION OF TRADING**

The board of directors (the “**Board**”) of PCD Stores (Group) Limited (the “**Company**”) noted the recent movement in the price of the Company’s shares and volume of share turnover and wishes to state that save as disclosed below, it is not aware of any reason for such movement in the price of the Company’s shares and volume of share turnover.

The Board confirms that it was informed by Mr. Alfred Chan, the Chairman, an executive director and controlling shareholder of the Company, that preliminary discussions had taken place between Mr. Alfred Chan and certain other party(ies) in relation to a possible acquisition in the shares of the Company, which may or may not lead to the making of an offer for the shares of the Company.

As at the date of this announcement, Mr. Alfred Chan is indirectly interested in 1,671,709,919 shares of the Company, representing approximately 39.70% of the issued share capital of the Company, and Mr. Alfred Chan, together with parties acting in concert with him, are interested in 1,839,865,522 share of the Company, representing approximately 43.69% of the issued share capital of the Company.

**The discussions are at a preliminary stage and there is no certainty that any discussions between Mr. Alfred Chan and other party(ies) will proceed or that the same will result in binding agreement. There is no assurance that any discussion mentioned in this announcement will either materialise or eventually be consummated and the discussions may or may not lead to the making of an offer for the shares of the Company. Shareholders and potential investors in the Company are advised to exercise caution when dealing in the shares or other securities of the Company.**

The Board also confirms that other than the above, there is no negotiation or agreement relating to any acquisition or realisation which is discloseable under Rule 13.23 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and that the Board is not aware of any matter which is discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules which is or may be of a price-sensitive nature.

The Company will make further announcement(s) as may be required under the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”). If following this announcement no further announcement has been made in respect of a possible offer within one month, an announcement will be made pursuant to Rule 3.7 of the Takeovers Code setting out the progress of the talks or consideration of a possible offer.

At the request of the Company, trading in the shares of the Company was suspended with effect from 10:00 a.m. on Tuesday, 6 November 2012 pending the release of this announcement. The Company has applied for resumption of trading of shares on The Stock Exchange of Hong Kong Limited with effect from 9:00 a.m. on Wednesday, 7 November 2012.

Apart from 38,830,300 outstanding share options, the relevant securities of the Company in issue comprised 4,210,300,000 ordinary shares, as at the date of this announcement (7 November 2012), being the latest practicable date for ascertaining information contained in this announcement.

Associates (having the meaning ascribed thereto under the Takeovers Code) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries: stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million.*

*This dispensation does not alter the obligations or principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

By Order of the Board  
**PCD Stores (Group) Limited**  
**Xiang Qiang**  
*President*

Hong Kong, 7 November 2012

*As at the date of this announcement, the Executive Directors of the Company are Mr. Alfred Chan (Chairman), Mr. Edward Tan and Mr. Xiang Qiang (President); and the Independent Non-executive Directors are Mr. Randolph Yu, Mr. Ainsley Tai and Mr. Li Chang Qing.*

*\* for identification purposes only*