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PCD Stores (Group) Limited 中國春天百貨集團有限公司\*

Belmont Hong Kong Ltd.

(Incorporated in the Cayman Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 331)

#### JOINT ANNOUNCEMENT

# DESPATCH OF COMPULSORY ACQUISITION NOTICES IN RESPECT OF THE COMPULSORY ACQUISITION OF REMAINING SHARES

MANDATORY CASH OFFERS
BY
SOMERLEY LIMITED
ON BEHALF OF
BELMONT HONG KONG LTD.
TO ACQUIRE ALL OF THE ISSUED SHARES IN THE CAPITAL OF
PCD STORES (GROUP) LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED OR
AGREED TO BE ACQUIRED BY
BELMONT HONG KONG LTD. AND PARTIES ACTING IN CONCERT WITH IT)
AND
FOR THE CANCELLATION OF ALL THE OUTSTANDING OPTIONS OF
PCD STORES (GROUP) LIMITED

Reference is made to the joint announcements dated 31 January 2013, 21 June 2013, 28 June 2013, 2 July 2013, 9 July 2013, 17 July 2013, 23 July 2013, 5 August 2013, 6 August 2013 and 30 August 2013 issued by the Company and the Offeror and the Composite Document. Capitalised terms used and not otherwise defined herein have the same meanings as ascribed to them in the Composite Document.

# DESPATCH OF COMPULSORY ACQUISITION NOTICES

On 4 November 2013, the Offeror despatched Compulsory Acquisition Notices to the Shareholders holding the Remaining Shares pursuant to section 88 of the Companies Law.

### WITHDRAWAL OF LISTING

Trading in the Shares was suspended with effect from 9:00 am on 2 September 2013 and will remain suspended until the withdrawal of listing of the Shares from the Stock Exchange following completion of the compulsory acquisition of the Remaining Shares. Assuming no Shareholder has made an application to the Grand Court of Cayman Islands, the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 am on Thursday, 5 December 2013.

<sup>\*</sup> for identification purposes only

## INTRODUCTION

Reference is made to the joint announcements dated 31 January 2013, 21 June 2013, 28 June 2013, 2 July 2013, 9 July 2013, 17 July 2013, 23 July 2013, 5 August 2013, 6 August 2013 and 30 August 2013 issued by the Company and the Offeror and the composite document dated 2 July 2013 issued by the Company and the Offeror in relation to, among other things, the Offers (the "Composite Document"). Capitalised terms used and not otherwise defined herein have the same meanings as ascribed to them in the Composite Document.

# DESPATCH OF COMPULSORY ACQUISITION NOTICE

As disclosed in the joint announcement of 30 August 2013, as the Offeror has acquired more than 90% of the Shares subject to the Share Offer within four months of the making of the Share Offer, the Offeror will exercise its rights under Section 88 of the Companies Law to compulsorily acquire the remaining Shares not already acquired by the Offeror at the close of the Offers (the "Remaining Shares").

On 4 November 2013, the Offeror despatched notices in relation to the compulsory acquisition of the Remaining Shares (the "Compulsory Acquisition Notices") pursuant to section 88 of the Companies Law to the Shareholders holding the Remaining Shares.

The Offeror will be entitled and bound to acquire the Remaining Shares on the same terms as the Share Offer on the expiration of one month from the date on which the Compulsory Acquisition Notices are given, unless the Grand Court of the Cayman Islands thinks fit to order the contrary (upon the application of any dissenting Shareholder holding Remaining Shares).

The Company has applied to the Stock Exchange to voluntarily withdraw the listing of the Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. Assuming no Shareholder has made an application to the Grand Court of Cayman Islands, the Offeror will acquire, on Thursday, 5 December 2013, all of the Remaining Shares and the Company will become a wholly-owned subsidiary of the Offeror.

Shareholders whose Remaining Shares are to be acquired by compulsory acquisition should note that: (i) they will not receive their consideration for the Remaining Shares until the completion of the compulsory acquisition; and (ii) the Offeror will be required to pay the consideration for the Remaining Shares to the Company rather than directly to the Shareholders and therefore this may result in a further delay in settlement.

Shareholders who are in doubt as to any aspect of the compulsory acquisition and its implications or as to the action to be taken should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser. Shareholders who are in doubt as to their rights and obligations under the Companies Law or other laws of the Cayman Islands, should consult a solicitor or other professional adviser qualified to advise on matters of Cayman Islands law.

### WITHDRAWAL OF LISTING

Trading in the Shares was suspended with effect from 9:00 am on 2 September 2013 and will remain suspended until the withdrawal of listing of the Shares from the Stock Exchange following completion of the compulsory acquisition of the Remaining Shares. Assuming no Shareholder has made an application to the Grand Court of Cayman Islands, the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 am on Thursday, 5 December 2013.

A further announcement in relation to the completion of the compulsory acquisition of the Remaining Shares and the withdrawal of listing of the Shares will be made as soon as practicable.

All time references in this announcement are to Hong Kong time.

By order of the board of

Belmont Hong Kong Ltd.

Dong Jiasheng

Director

By order of the board of PCD Stores (Group) Limited

Xiang Qiang

President

Hong Kong, 4 November 2013

As at the date of this announcement, the executive Directors are Ms. Liu Bing (Chairman), Mr. Dong Jiasheng, Mr. Du Baoxiang, Mr. Du Jianguo, Mr. Alfred Chan and Mr. Xiang Qiang (President).

As at the date of this announcement, the board of directors of the Offeror comprises Mr. Dong Jiasheng, Mr. Tao Ran and Mr. Geng Jiaqi.

As at the date of this announcement, the board of directors of WFJ Dongan comprises Mr. Zheng Wanhe, Ms. Liu Bing and Ms. He Enlan.