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銀泰商業

INTIME RETAIL (GROUP) COMPANY LIMITED

銀泰商業(集團)有限公司

(Incorporated in the Cayman Islands with Limited Liability)

(Stock Code: 1833)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Intime Retail (Group) Company Limited (銀泰商業(集團)有限公司) (the “**Company**”) will be held at 1/F, Peacock Room to Stork Room, Mandarin Oriental, 5 Connaught Road Central, Hong Kong on Monday, 8 May 2017 at 4:00 p.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of the Scheme Shareholders (as defined in the Scheme hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing (with or without modifications) the following as a special resolution and ordinary resolutions, respectively:

SPECIAL RESOLUTION

“THAT AS A SPECIAL RESOLUTION:

- (A) the scheme of arrangement dated 31 March 2017 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and, for the purpose of identification, signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved; and
- (B) for the purpose of giving effect to the Scheme, on the Effective Date, (as defined in the Scheme), the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares.”

ORDINARY RESOLUTION 1

“THAT AS AN ORDINARY RESOLUTION:

- (C) subject to and forthwith upon such reduction of capital taking effect, the issued share capital of the Company will be increased to its former amount by issuing to Alibaba Investment Limited and Intime International Holdings Limited (the “**Joint Offerors**”) the same number of shares as the number of Scheme Shares cancelled and extinguished and the allocation of such issued shares between the Joint Offerors shall be determined by the Joint Offerors in accordance with the consortium agreement dated 9 January 2017 among Alibaba Investment Limited and each member of the Shen Group (as defined in the Scheme);
- (D) the Company shall apply the credit arising in its books of account as a result of the capital reduction referred to in paragraph (B) above in paying up in full at par the new shares issued in accordance with resolution (C), credited as fully paid, to the Joint Offerors and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (E) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and
- (F) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

ORDINARY RESOLUTION 2

“THAT AS AN ORDINARY RESOLUTION:

- (G) the rollover arrangement between the Joint Offerors, Mr. Chen Xiaodong and Honor Mind Holdings Limited under the rollover agreement entered into among them on 9 January 2017 and referred to in the composite scheme document of the Company dated 31 March 2017 (the “**Scheme Document**”) in the form of the print thereof which has been produced to this meeting and, for the purpose of identification signed by the chairman of this meeting under the section headed “4. Rollover Arrangement” in Part VII “Explanatory Memorandum” in the Scheme Document is hereby approved.”

By Order of the Board of
Intime Retail (Group) Company Limited
Xin Xiangdong
Non-executive Director

Dated 31 March 2017

Registered Office

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Notes:

- (a) Any member entitled to attend and vote at the extraordinary general meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (b) In the case of joint registered holders of any share of the Company, any one of such joint registered holders may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the extraordinary general meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- (c) In order to be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be completed and deposited with the Hong Kong branch share registrar of the Company at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the extraordinary general meeting. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
- (d) A form of proxy for use at the meeting is enclosed.
- (e) All resolutions as set out above will be determined by way of a poll.
- (f) The transfer books and register of members of the Company will be closed from Friday, 28 April 2017 to Monday, 8 May 2017, both days inclusive, to determine the entitlement of shareholders to attend and vote at the extraordinary general meeting, during which period no transfers of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 27 April 2017.
- (g) At the date of this notice, the executive director of the Company is Mr. Chen Xiaodong, the non-executive directors of the Company are Mr. Zhang Yong and Mr. Xin Xiangdong, and independent non-executive directors of the Company are Mr. Chow Joseph, Mr. Chen Jiangxu and Mr. Hu Yongmin.