



# New World Department Store China Limited 新世界百貨中國有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0825)

## 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 201A (New Wing), Hong Kong Convention & Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on 26 November 2007 at 10:30 a.m. (or so soon thereafter as the annual general meeting of the Company to be convened and held at the same date and place at 9:30 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:-

### ORDINARY RESOLUTION

“**THAT:-**

- (a) the Master Services Agreement, as defined and described in the circular of the Company dated 31 October 2007 (the “**Circular**”), a copy of the agreement marked “A” together with a copy of the Circular marked “B” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose, and transactions contemplated under the Master Services Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the proposed Caps for the service fees in relation to the Services payable under the Master Services Agreement as defined and described in the Circular be and is hereby approved; and
- (c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Master Services Agreement and all other matters incidental thereto.”

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

Hong Kong, 31 October 2007

*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 in respect of such share, shall alone be entitled to vote in respect thereof.
- (3) A form of proxy for use at the Meeting is enclosed.
- (4) To be valid, the form of proxy, 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 Company's branch share registrar in Hong Kong, 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 adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting.
- (5) The Ordinary Resolution 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.