



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: 825)

NOTICE OF EGM

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 Four Seasons Suites 6–8, Level 2, Renaissance Kowloon Hotel, Hong Kong, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 29 April 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Master Leasing Agreement and the Supplemental Agreement (both as defined in the circular of the Company dated 9 April 2008 (the “Circular”), a copy of which together with copies of the Master Leasing Agreement and Supplemental Agreement have been produced to the meeting and marked “A”, “B” and “C” respectively and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the Revised Leasing Annual Caps (as defined in the Circular) be and are 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 Leasing Agreement and the Supplemental Agreement and all other matters incidental thereto.”

2. **“THAT:**

- (a) the transactions contemplated under the Concessionaire Counter Arrangements (as defined in the Circular, a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) during the two financial years ending 30 June 2009 and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the Revised Concessionaire Annual Caps (as defined in the Circular) be and are 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 Concessionaire Counter Arrangements and all other matters incidental thereto.”

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

Hong Kong, 9 April 2008

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) 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 branch share registrar and transfer office of the Company in Hong Kong at 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.
- (4) The Ordinary Resolutions as set out above will be determined by way of a poll.
- (5) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (6) 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.