



PARKSON HOLDINGS BERHAD (89194-P)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Parkson Holdings Berhad (“**Parkson Holdings**” or the “**Company**”) will be held at the Meeting Hall, Level 16, Office Tower, No. 1 Jalan Nagasari (Off Jalan Raja Chulan), 50200 Kuala Lumpur on 2 June 2014 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTION 1 – PROPOSED LEASE AND ACQUISITION

THAT, subject to the passing of Resolution 2 and the approvals being obtained from the relevant authorities, approval be and is hereby given to True Excel Investments (Cambodia) Co., Ltd. (“**True Excel**”), a wholly-owned subsidiary of Parkson Holdings, for the following:

- (i) to lease the lower ground floor and first floor of a 7-storey shopping mall together with the lower ground floor and accessory parcel levels comprising retail, entertainment, fitness center, food court and parking space in Cambodia (“**Proposed Parkson Mall in Cambodia**”), for a term of 50 years with automatic renewal for another 50 years, for an indicative refundable deposit of USD41,995,198.21 upon the terms and conditions of the Conditional Option Agreement dated 13 September 2013 (including the Lease Agreement to be entered into) and the Supplemental Option Agreement dated 12 May 2014, including any modifications, variations, amendments and additions thereto from time to time (“**Proposed Lease**”); and
- (ii) to acquire the second to seventh floors of the Proposed Parkson Mall in Cambodia for an indicative consideration of USD75,093,758.22 upon the terms and conditions of the Conditional Sale and Purchase Agreement dated 13 September 2013 and the Supplemental Sale and Purchase Agreement dated 12 May 2014, including any modifications, variations, amendments and additions thereto from time to time (“**Proposed Acquisition**”)

(the Proposed Lease and the Proposed Acquisition are collectively referred to as the “**Proposed Lease and Acquisition**”), of which the final amount for the Proposed Lease and Acquisition shall be subject to a maximum amount of USD131.00 million.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to execute all necessary documents, to give full effect to and complete the Proposed Lease and Acquisition with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities or as may be deemed necessary by the Directors and to take all steps and actions as may be required by the relevant authorities and as the Directors may deem necessary and expedient to finalise, implement and give full effect and complete the Proposed Lease and Acquisition.

ORDINARY RESOLUTION 2 – PROPOSED PRA LEASING

THAT, subject to the passing of Resolution 1 and the approvals being obtained from the relevant authorities, approval be and is hereby given to True Excel for the following:

- (i) to sub-lease to Parkson (Cambodia) Co., Ltd. ("**Parkson Cambodia**"), a wholly-owned subsidiary of Parkson Retail Asia Limited ("**PRA**"), which is in turn a subsidiary of Parkson Holdings, or its nominee company, the anchor tenant space on the first floor of the Proposed Parkson Mall in Cambodia measuring 3,223 m² at a lease rental rate of USD10 per m² per month or USD32,230 per month upon the terms and conditions of the conditional Head of Terms dated 13 September 2013; and
- (ii) to lease to Parkson Cambodia or its nominee company, the anchor tenant space on the second floor and third floor of the Proposed Parkson Mall in Cambodia measuring 7,783 m² at a lease rental rate of USD10 per m² per month or USD77,830 per month upon the terms and conditions of the conditional Head of Terms dated 13 September 2013

(collectively referred to as the "**Proposed PRA Leasing**").

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to execute all necessary documents, to give full effect to and complete the Proposed PRA Leasing with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities or as may be deemed necessary by the Directors and to take all steps and actions as may be required by the relevant authorities and as the Directors may deem necessary and expedient to finalise, implement and give full effect and complete the Proposed PRA Leasing.

By Order of the Board

CHAN POH LAN
LIM KWEE PENG
Secretaries

Kuala Lumpur
16 May 2014

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 26 May 2014 shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or the hand of an officer or attorney duly authorised.
3. The instrument of proxy shall be deposited at the Office of the Registrar of the Company, Level 13, Office Tower, No. 1 Jalan Nagasari (Off Jalan Raja Chulan), 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting.
4. Completed Form of Proxy sent through facsimile transmission shall not be accepted.