



AEON STORES (HONG KONG) CO., LIMITED

永旺(香港)百貨有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00984)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

No. of shares to which this Proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)*, _____

of _____

being the shareholder(s) of AEON STORES (HONG KONG) CO., LIMITED (the "Company") hereby appoint *(Note 3)*

the Chairman of the meeting or _____ of _____

_____ or failing him _____

of _____

as my/our proxy/proxies to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "EGM") to be held at President Suite, World Trade Centre Club Hong Kong, 38/F., World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 21 June 2016 at 10:00 a.m. and at any adjournment thereof on the resolution set out in the notice convening the EGM (the "Notice of EGM") (with or without amendments) as indicated below. Terms defined in the circular of the Company dated 4 June 2016 in relation to the continuing connected transactions under the Master Purchase Agreements shall have the same meanings when used in this proxy form, unless the context otherwise requires.

Ordinary Resolution		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
1.	To approve the transactions contemplated under each of the TopV Master Purchase Agreement, COX Master Purchase Agreement and G Foot Master Purchase Agreement and the Aggregate Annual Caps relating thereto. <i>(Note 5)</i>		

Dated this _____ day of _____ 2016 Signature: *(Note 6)* _____

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert in **BLOCK CAPITALS** full name(s) and address(es) of the proxy/proxies desired in the space provided. A member entitled to attend and vote at the EGM may appoint more than one proxy to attend and vote in his stead. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTION, PLEASE PLACE A "√" IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolution or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice of EGM.
- The full text of the resolution is set out in the Notice of EGM.
- This form of proxy must be signed by the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but should there be more than one of such joint holders present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the EGM or any adjournment thereof.
- Any alterations made to this form of proxy must be duly initialled by the person who signs it.