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GOLDEN EAGLE RETAIL GROUP LIMITED

金鷹商貿集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 3308)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Golden Eagle Retail Group Limited (the “Company”) will be held at 12:15 p.m. on Wednesday, 17 August 2011 at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

1. **“THAT** the non-exercise of the Right of First Refusal (as defined and described in the circular of the Company dated 11 July 2011) be and is hereby approved and the Directors (or a duly authorized committee thereof) be and are hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto as they may think fit;
2. **THAT** the entering into of the Lease Agreement (as defined and described in the circular of the Company dated 11 July 2011) and the transactions contemplated thereunder be and are hereby approved and the Directors (or a duly authorized committee thereof) be and are hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto, including but not limited to making any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions of the Lease Agreement as they may think fit; and
3. **THAT** the proposed Annual Caps for the rental and the property management fee in respect of the Lease Agreement for each of the three years ending 31 December 2013, the details of which are set out in the circular of the Company dated 11 July 2011, be and are hereby approved and confirmed.”

By Order of the Board
Golden Eagle Retail Group Limited
Tai Ping, Patricia
Company Secretary

Hong Kong, 11 July 2011

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. 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 notarially certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the date appointed for the holding of the EGM or any adjournment thereof.
3. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the share.

As at the date of this announcement, the Board comprises 3 executive Directors, namely Mr. Wang Hung, Roger, Mr. Cheng Siu Ming and Ms. Zheng Shu Yun, 1 non-executive Director, namely Mr. Han Xiang Li and 3 independent non-executive Directors, namely Mr. Wong Chi Keung, Mr. Wang Yao and Mr. Liu Chi Husan, Jack.