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佳華百貨控股有限公司
Jiahua Stores Holdings Limited

(incorporated in the Cayman Islands with limited liability)
(stock code: 602)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Jiahua Stores Holdings Limited (the “Company”) will be held at 3/F., Conference Room 1, The Capital Plaza Hotel, 1st Baomin Road, Baoan District, Shenzhen, the PRC on Monday, 12 March 2012 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

AS ORDINARY RESOLUTION

“**THAT** the conditional acquisition agreement (the “Acquisition Agreement”) dated 9 January 2012 entered into between Shenzhen Baijiahua Department Stores Company Limited as purchaser and Shenzhen Jiahua Real Estate Development Company Limited as vendor (a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purposes of identification) in relation to, among other matters, the Acquisition (as defined in the circular (the “Circular”) of the Company to its shareholders dated 24 February 2012) (a copy of the Circular is produced to the meeting marked “B” and signed by the chairman of the meeting for the purposes of identification) be and is hereby approved, confirmed and ratified, and **THAT** the transactions contemplated under the Acquisition Agreement be and are hereby approved; and any one director of the Company or any other person authorized by the board of directors of the Company from time to time be and are hereby authorized to sign, execute, perfect and deliver and where required, affix the common seal of the Company to, all such documents, instruments and deeds and do all such actions which are in his opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Acquisition Agreement and transactions contemplated under or incidental to the Acquisition Agreement and all other matters incidental thereto or in connection respectively therewith and to agree to the variation and waiver any of the matters relating thereto that are, in his opinion, appropriate, desirable or expedient in the context of the Acquisition and are in the best interests of the Company.”

Yours faithfully,
For and on behalf of the Board
Jiahua Stores Holdings Limited
Zhuang Lu Kun
Chairman

Shenzhen, the PRC, 24 February 2012

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy needs not be a member of the Company.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting thereof. If such member attends the meeting in person, his form of proxy and/or supplement proxy will be deemed to have been revoked.

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhuang Lu Kun, Mr. Zhuang Pei Zhong, Mr. Gu Wei Ming and Mr. Zhuang Xiao Xiong and three independent non-executive Directors, namely Mr. Chin Kam Cheung, Dr. Guo Zheng Lin, and Mr. Ai Ji.