



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: 984)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note a) _____
of _____,
being the registered holder(s) of _____ ^(Note b) shares of HK\$0.20
each of AEON STORES (HONG KONG) CO., LIMITED (永旺(香港)百貨有限公司) (“**Company**”) hereby appoint
the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(Note c) at the Meeting of the Company to be held at Victoria Room, World Trade Centre Club
Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong at 9:30 a.m. on 26
January, 2007 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick (“✓”) in the appropriate box to indicate how you wish your vote(s) to be cast ^(Notes d and e).

ORDINARY RESOLUTION	FOR	AGAINST
To approve the Amendment Agreement and the Cap		

Dated the _____ day of _____ 2007 Shareholder’s signature x _____ x ^(Notes f to i)

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- (b) 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 in the capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided.
- (d) If you wish to vote for the resolution set out above, please tick (“✓”) the appropriate box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the appropriate box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will be entitled to vote or abstain at his discretion in respect of the resolution; or if in respect of proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, be entitled to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on the resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- (e) The full text of the resolution proposed at the Meeting appears in the notice of the Meeting dated 3 January 2007.
- (f) In the case of a joint holding, this form of proxy may be signed by any joint holder. If, however, more than one joint holder is present at the Meeting, whether in person or by proxy, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- (g) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (h) To be valid, this 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 with the share registrar of the Company at Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- (i) **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (j) Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or poll concerned if you so wish.