



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 2007 ANNUAL GENERAL MEETING

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| No. of shares to which this Proxy relates (Note 1) | |
|--|--|

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 2007 Annual General 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 on 23 May 2007 at 10:00 a.m. and at any adjournment thereof on the Resolutions referred to in the Notice of the 2007 Annual General Meeting (with or without amendments) as indicated below:

| | Resolutions | For (Note 4) | Against (Note 4) |
|-------|--|--------------|------------------|
| 1. | To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2006. | | |
| 2. | To declare a final dividend for the year ended 31 December 2006. | | |
| 3. | (1) To re-elect Mr. Toshiji TOKIWA as a Director. | | |
| | (2) To re-elect Mr. LAM Man Tin as a Director. | | |
| | (3) To re-elect Mr. Yutaka FUKUMOTO as a Director. | | |
| | (4) To re-elect Mr. WONG Mun Yu as a Director. | | |
| | (5) To re-elect Mr. Akihito TANAKA as a Director. | | |
| | (6) To re-elect Mr. Tatsuichi YAMAGUCHI as a Director. | | |
| | (7) To re-elect Mr. Naoyuki MIYASHITA as a Director. | | |
| | (8) To re-elect Madam LAM PEI Peggy as a Director. | | |
| | (9) To re-elect Mr. SHAM Sui Leung Daniel as a Director. | | |
| | (10) To re-elect Ms. CHENG Yin Ching Anna as a Director. | | |
| | (11) To authorise the Board of Directors to fix the remuneration of the Directors. | | |
| 4. | To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and authorise the Directors to fix their remuneration. | | |
| 5(A). | Ordinary Resolution – To give a general mandate to the Directors to allot additional shares not exceeding 20% of the issued share capital of the Company. | | |
| 5(B). | Ordinary Resolution – To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company. | | |
| 5(C). | Ordinary Resolution – To extend the general mandate on the issue of additional shares. | | |

Dated this _____ day of _____ 2007. Signature (Note 5) _____

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 Meeting 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 RESOLUTIONS, 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 Resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- 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 Meeting, 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 Meeting 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, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- Any alterations made to this form of proxy must be duly initialled by the person who signs it.