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(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 00980)

ANNOUNCEMENT

VOTING RESULTS OF THE ANNUAL GENERAL MEETING FOR YEAR 2008 AND THE DISTRIBUTION OF H SHARE FINAL DEIVIDEND FOR THE YEAR 2008 AND CHANGE OF INTERNATIONAL AUDITORS AND CHANGE OF DIRECTORS AND SUPERVISOR

The annual general meeting of Lianhua Supermarket Holdings Co., Ltd. (the “Company”) for the year 2008 (the “AGM”) was held at 10:00 a.m. on Wednesday, 27 May 2009 at the Conference Room, 13th Floor, Bailian Central Plaza, No. 1258 Zhen Guang Lu, Shanghai, the People’s Republic of China (the “PRC”). The AGM was convened in accordance with the requirements of the Company Law of the PRC and the articles of association of the Company (the “Articles of Association”).

VOTING RESULTS OF THE AGM

There were a total of 622,000,000 shares of the Company in issue (the “Shares”) as at the date of the AGM. The holders of all such Shares were entitled to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares in respect of which their holders were entitled to attend and vote only against any resolutions proposed at the AGM. Shareholders and authorised proxies of the shareholders holding an aggregate of 621,959,890 Shares, representing 99.99% of the total issued Shares as at the date of the AGM, were present at the AGM. The number of Shares held by the Shareholders in attendance was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association.

According to the requirements of the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Ltd., (“Stock Exchange”), Computershare Hong Kong Investor Services Limited, the H Share share registrar of the Company, acted as the scrutineer for the vote-taking of the AGM.

The AGM was convened by the board of directors of the Company (the “Board”) and chaired by Mr. Wang Zhi-gang, the Chairman of the Board. The AGM was held in accordance with the requirements of the Company Law of the PRC and other relevant laws and regulations, the Articles of Association and the Listing Rules. After consideration by the shareholders and authorised proxies of the shareholders through voting by way of a poll on the proposed resolutions, the results are as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1	To approve the report of the Board for the year ended 31 December 2008;	479,820,533 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution			
2	To approve the report of the supervisory committee of the Company for the year ended 31 December 2008;	479,820,533 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution			
3	To approve the consolidated audited financial statements of the Company and the report of the international auditors for the year ended 31 December 2008;	479,048,120 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution			
4	To approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend of RMB0.15 per share (inclusive of tax) of the Company for the year ended 31 December 2008;	479,820,533 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution			
5	To approve the re-appointment of Shanghai Certified Public Accountants as the Company’s PRC auditors and PricewaterhouseCoopers as the Company’s international auditors for the period from the conclusion of the annual general meeting of the Company for the year 2008 to the conclusion of the annual general meeting of the Company for the year 2009 and to authorise the Board to fix their respective remuneration;	64,820,553 (13.51%)	415,000,000 (86.49%)
The resolution was not passed as an ordinary resolution			
6	To authorise the Board to determine, declare and pay the interim dividend of the Company for the six months ended 2009 provided that the aggregate amount of which shall not exceed 30% of the net profit (after taxation) of the Company for the same period;	479,820,533 (100%)	0 (0%)
The resolution was duly passed as an ordinary resolution			

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
7	(i) To approve the appointment of Mr. Ma Xin-sheng as the non-executive director of the Company (<i>Note 1</i>);	476,777,120 (99.37%)	3,043,433 (0.63%)
The resolution was duly passed as an ordinary resolution			
	(ii) To approve the appointment of Mr. Xu Bo as the non-executive director of the Company (<i>Note 2</i>);	437,567,781 (91.19%)	42,252,772 (8.81%)
The resolution was duly passed as an ordinary resolution			
8	To approve the appointment of Mr. Chen Jian-jun as the supervisor of the Company (<i>Note 3</i>);	477,510,553 (99.52%)	2,310,000 (0.48%)
The resolution was duly passed as an ordinary resolution			
9	To approve the re-appointment of Shanghai Certified Public Accountants as the Company's PRC auditors and to approve the appointment of Deloitte Touche Tohmatsu as the Company's international auditors from the conclusion of the annual general meeting of the Company for the year 2008 to the conclusion of the annual general meeting of the Company for the year 2009 and to authorise the Board to fix their respective remuneration;	420,202,100 (87.57%)	59,618,453 (12.43%)
The resolution was duly passed as an ordinary resolution			
Special Resolution			
1	To grant an unconditional general mandate to the Board to issue, allot and deal with any additional H Shares not exceeding the aggregate of 20% of the aggregate nominal amount of the H Shares in issue at the date of passing this resolution.	432,967,533 (90.24%)	46,853,020 (9.76%)
The resolution was duly passed as a special resolution			

PAYMENT OF FINAL DIVIDEND

The Board would also like to notify the shareholders of the Company about the details of the payment of the final dividend to the holders of H shares of the Company ("H Share Shareholders") as follows:

Any H Share Shareholders whose names appear on the Company's register of members on Monday, 27 April 2009 are qualified for the final dividend for the year 2008. The exchange rate applicable to the calculation of the amount of final dividend for H Share ("H Share Dividend") payable to H Share Shareholders in HK Dollar is the average closing exchange rates of Hong Kong dollar to Renminbi during the calendar week prior to 27 May 2009 (i.e. the declaration date of final dividend) as announced by The People's Bank of China, which is RMB1.00 = HK\$1.135796. Based on such exchange rate, the final dividend payable for each H share is HK\$0.1704 (inclusive of tax). The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to the Receiving Agent the final dividend declared for payment to H Share Shareholders. The Receiving Agent will hold the dividend by way of trust on behalf of H Share Shareholders. Such H Share Dividend is expected to be paid by the Receiving

Agent on or before 27 July 2009 and will be mailed by the Computershare Hong Kong Investor Services Limited to the H Share Shareholders who are entitled to receive the same by ordinary post at their own risk.

CHANGE OF INTERNATIONAL AUDITORS

According to the voting results of AGM, the Company will appoint Deloitte Touche Tohmatsu as the Company's international auditors from the conclusion of the AGM to the conclusion of the annual general meeting of the Company for the year 2009, and PricewaterhouseCoopers ("PwC") will cease to be the Company's international auditors.

PwC and the Board have confirmed that there were no matters relating to the change of international auditors of the Company which they consider should be brought to the attention of the shareholders or creditors of the Company.

The Company would like to take this opportunity to thank PwC for their excellent services rendered to the Company in the past seven years including the successful listing of the Company on the Stock Exchange during the SARS period in June 2003.

By order of the Board
Lianhua Supermarket Holdings Co., Ltd.
Xu Ling-ling Stephon Mok
Company Secretary

Shanghai, the PRC, 27 May 2009

Notes:

1. Ma Xin-sheng, aged 55, a senior economist and engineer. Mr. Ma graduated from the University of Shanghai. For the period from March 1979 to December 1981, Mr. Ma was the deputy party secretary, party secretary and factory manager of Shanghai Rectifier Factory (上海整流器總廠). For the period from December 1989 to January 1995, Mr. Ma was the deputy general manager of Shanghai Electric Group Co., Ltd. (上海電器股份有限公司). For the period from January 1995 to October 1996, Mr. Ma was the general manager and party secretary of Shanghai Jidian Maoyi Building (上海市機電貿易大廈). For the period from October 1996 to December 2003, Mr. Ma was the chairman of labour union, deputy party secretary, deputy chairman of the board of directors and president of Shanghai Electric (Group) Corporation, the chairman of the board of directors of Shanghai Electric (Group) Finance Co., Ltd. (上海電氣(集團)財務公司) and the chairman of the board of directors of Shanghai Electric Group Co., Ltd. (上海電器股份有限公司). For the period from December 2003 to December 2007, Mr. Ma was the deputy party secretary of Shanghai State-owned Assets Supervision and Administration Commission. Mr. Ma is the party secretary and the chairman of the board of directors of Bailian Group Co., Ltd, the chairman of the board of directors of Shanghai Bailian Group Co., Ltd. (a company listed on the Shanghai Stock Exchange), the chairman of the board of directors of China Bailian (Hong Kong) Limited (中國百聯(香港)有限公司) and the director of Shanghai Pudong Development Bank Co., Ltd. (a company listed on the Shanghai Stock Exchange) since about 2008. Mr Ma received a CEO Award in the first Robert A. Mundell World Executive Awards held in 2004.

Mr. Ma was elected as the non-executive director of the Company at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2010, subject however to the Articles of Association. Mr. Ma will not be entitled to any remuneration from the Company during the term of directorship. As at the date of this announcement, Mr. Ma has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"). Save as disclosed herein, Mr. Ma did not hold any other directorships in any public listed companies in the past three years and, is not connected with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Ma confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

2. Xu Bo, aged 47, the vice president of Bailian Group Co., Ltd.. Mr. Xu was the deputy faculty dean of Shanghai Lixin Accounting College, deputy general manager and chief financial officer of Shanghai Hualian Commercial Building Co., Ltd. (上海華聯商廈股份有限公司), assistant to general manager of Hualian Group Co., Ltd. (華聯(集團)有限公司), assistant to president of Bailian Group Co., Ltd. in the past. Mr. Xu was the director of Shanghai Material Trading Co., Ltd (a company listed on the Shanghai Stock Exchange) from 2005 to 2007 and Mr. Xu has been the director of Shanghai Bailian Group Co., Ltd (a company listed on the Shanghai Stock Exchange) since 2006.

Mr. Xu was elected as the non-executive director of the Company at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2010, subject however to the Articles of Association. Mr. Xu will not be entitled to any remuneration from the Company during the term of directorship. As at the date of this announcement, Mr. Xu has no interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Xu has not held any other directorships in any public listed companies in the past three years and, is not connected with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Xu confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

3. Chen Jian-jun, aged 52, senior economist. Mr. Chen is the party secretary and secretary of disciplinary committee of the Supermarket Merchandising Division of Bailian Group Co., Ltd. at present. Mr. Chen was the deputy chief officer, chief officer and deputy director of the resource office of Shanghai First Commercial Bureau (上海市商業一局), deputy human resources manager, manager, assistant to general manager and deputy general manager of Hualian Group Co., Ltd. (華聯(集團)有限公司), and the supervisor of the disposal center of Bailian Group Co., Ltd. in the past.

Mr. Chen was elected as the supervisor of the Company at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2010, subject however to the Articles of Association. Mr. Chen will not be entitled to any remuneration from the Company during the term of him being the supervisor of the Company. As at the date of this announcement, Mr. Chen has no interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Chen has not held any other directorships in any public listed companies in the past three years and, is not connected with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Chen confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

As at the date of this announcement, the Directors are:

Executive Directors: Wang Zhi-gan, Liang Wei, Xu Ling-ling, Cai Lan-ying;

Non-executive Directors: Ma Xin-sheng, Xu Bo, Koichi Narita, Wong Tak Hung, Hua Guo-ping;

Independent non-executive Directors: Lee Kwok Ming, Don, Zhang Hui-ming and Xia Da-wei.