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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 EXTRAORDINARY GENERAL MEETING  
AND  
APPOINTMENT OF DIRECTORS AND SUPERVISORS  
AND  
APPOINTMENT OF CHAIRMAN OF THE BOARD  
AND  
APPOINTMENT OF MEMBER AND CHAIRMAN OF STRATEGIC  
COMMITTEE  
AND  
APPOINTMENT OF MEMBER OF NOMINATION COMMITTEE  
AND  
RESIGNATION OF CHAIRMAN OF SUPERVISORY COMMITTEE  
AND  
RESIGNATION AND APPOINTMENT OF SECRETARY OF THE BOARD  
AND AUTHORIZED REPRESENTATIVE  
AND  
RESIGNATION OF COMPANY SECRETARY**

The extraordinary general meeting (the “EGM”) of Lianhua Supermarket Holdings Co., Ltd. (the “Company”) was held at 10:00 a.m. on Friday, 20 December 2013 at the Conference Room, 13th Floor, Bailian Central Plaza, No. 1258 Zhen Guang Lu, Shanghai, the People’s Republic of China (the “PRC”). The EGM 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”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular dated 4 November 2013 and the supplemental notice dated 26 November 2013 of the Company.

## VOTING RESULTS OF THE EGM

There were a total of 1,119,600,000 shares of the Company in issue (the “Shares”) as at the date of the EGM. The holders of all such Shares were entitled to attend and vote for or against all the resolutions proposed at the EGM. There were no Shares in respect of which their holders were entitled to attend and vote only against any resolutions proposed at the EGM. There were no Shares entitling the shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange of Hong Kong Limited (“Stock Exchange”) at the EGM and there were no shareholders that were required under the Listing Rules to abstain from voting at the EGM. Shareholders and authorised proxies of the shareholders holding an aggregate of 1,119,266,764 Shares, representing 99.97% of the total issued Shares as at the date of the EGM, were present at the EGM. 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.

Computershare Hong Kong Investor Services Limited, the H Share share registrar of the Company, acted as the scrutineer for the vote-taking of the EGM.

The EGM was convened by the board of directors of the Company (the “Board”) and chaired by Mr. Ma Xin-sheng, the chairman of the Board. The EGM 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 appointment of Mr. Chen Jian-jun ( <i>Note 1</i> ) as an executive director of the Company;	933,887,743 (99.996%)	34,000 (0.004%)
The resolution was duly passed as an ordinary resolution.			
2	To approve the appointment of Mr. Zhou Zhong-qi ( <i>Note 2</i> ) as an executive director of the Company;	933,887,743 (99.996%)	34,000 (0.004%)
The resolution was duly passed as an ordinary resolution.			
3	To approve the appointment of Mr. Wang Zhi-gang ( <i>Note 3</i> ) as a supervisor of the Company; and	924,706,408 (99.013%)	9,215,335 (0.987%)
The resolution was duly passed as an ordinary resolution.			
Special Resolution			
4	To approve the proposed amendments to Articles 20 and 21 of the articles of association of the Company, and to authorize any executive director of the board of directors of the Company to make such further amendments according to the opinions provided by the relevant approval authorities.	933,921,743 (100%)	0 (0%)
The resolution was duly passed as a special resolution.			

## **APPOINTMENT OF CHAIRMAN OF THE BOARD**

The meeting of the Board (the “Meeting”) was held on 20 December 2013 and the Meeting was convened in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

The Board would like to announce that Mr. Chen Jian-jun was appointed at the Meeting as the chairman of the fourth session of the Board with effect from the conclusion of the Meeting.

## **APPOINTMENT OF MEMBER AND CHAIRMAN OF STRATEGIC COMMITTEE**

The Board would like to announce that since Mr. Ma Xin-sheng ceased to be a non-executive director of the Company and hence automatically vacated the office of being a member and the chairman of the fourth session of strategic committee, Mr. Chen Jian-jun was appointed at the Meeting as a member and the chairman of the fourth session of strategic committee with effect from the conclusion of the Meeting.

## **APPOINTMENT OF MEMBER OF NOMINATION COMMITTEE**

The Board would like to announce that Ms. Qi Yue-hong was appointed at the Meeting as a member of the fourth session of nomination committee with effect from the conclusion of the Meeting.

## **RESIGNATION OF CHAIRMAN OF SUPERVISORY COMMITTEE**

The Company would like to announce that Mr. Chen Jian-jun ceased to be a supervisor of the Company and hence automatically vacated the office of being the chairman of the supervisory committee of the Company with effect from the date of this announcement.

## **RESIGNATION AND APPOINTMENT OF SECRETARY OF THE BOARD AND AUTHORIZED REPRESENTATIVE**

The Company would like to announce that Ms. Xu Ling-ling resigned as the secretary of the Board and authorized representative of the Company with effect from the date of this announcement. Mr. Zhou Zhong-qi was appointed as the secretary of the Board and authorized representative of the Company with effect from the conclusion of the Meeting.

## RESIGNATION OF COMPANY SECRETARY

The Company would like to announce that Ms. Xu Ling-ling resigned as the company secretary of the Company with effect from the date of this announcement. Since Mr. Zhou Zhong-qi has not met the requirements under Rule 3.28 of the Listing Rules, the Company has submitted an application to the Stock Exchange for granting a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules by a proposed joint company secretary arrangement with an individual possessing the necessary professional qualification as required under the Listing Rules. The Company will publish a further announcement as and when appropriate.

Ms. Xu has confirmed that she has no disagreement with the Board and there is no other circumstances related to her resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

By order of the Board  
**Lianhua Supermarket Holdings Co., Ltd.**  
**Chen Jian-jun**  
*Chairman*

Shanghai, the PRC, 20 December, 2013

As at the date of this announcement, the directors of the Company are:

*Executive Directors:* Chen Jian-jun, Hua Guo-ping, Cai Lan-ying, Qi Yue-hong and Zhou Zhong-qi;

*Non-executive directors:* Kazuyasu Misu and Wong Tak Hung;

*Independent non-executive directors:* Xia Da-wei, Lee Kwok Ming, Don, Zhang Hui-ming and Huo Jia-zhen.

*Note:*

1. Mr. Chen Jian-jun, aged 55, a senior economist, is the party secretary of the Company. Mr. Chen graduated from Shanghai Second Polytechnic University (上海第二工業大學) in 1998 with a Bachelor's degree in computer application. From 1998 to 2001, he pursued a postgraduate degree at Research Institute of Yangtze River Development of East China Normal University, majoring in regional economics. 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 and manager of Hualian Group Company (華聯集團公司). He was appointed as assistant to general manager and deputy general manager of Hualian Group Company, in 2000 and 2002 respectively. During his tenure at Hualian Group Company, Mr. Chen held concurrent posts as a director of Hualian Supermarket Holdings Company Limited ("Hualian Supermarket" 華聯超市股份有限公司) (a company listed on the Shanghai Stock Exchange and now known as Shanghai Xinhua Media Co., Ltd.) and chairman of Shanghai Auction Co., Ltd. (上海拍賣行有限公司). From late 2003 to April 2007, he was the supervisor and secretary of party general branch of the disposal centre of Bailian Group Co., Ltd. (百聯集團有限公司) ("Bailian Group") and was appointed as the party secretary and secretary of disciplinary committee of the supermarket merchandising division of Bailian Group since April 2007. From May 2009 to December 2013, Mr. Chen was appointed as member and chairman of supervisory committee of the Company. Since May 2009, Mr. Chen was the party secretary of the Company. In 2010, he was awarded the "Outstanding Organizer of 'Pioneering Programme of Shanghai World Expo' of Shanghai SASAC System" (上海市國資委系統"世博先鋒行動"優秀組織者). Mr. Chen was appointed as vice chairman of the supervisory committee of Shanghai Friendship Incorporated Company ("Shanghai Friendship", a company listed on the Shanghai Stock Exchange) in October 2011.

Mr. Chen was elected as an executive director of the Company at the EGM for a term from the date of the EGM until the conclusion of the annual general meeting of the Company for the year 2013, subject however to the Articles of Association. Mr. Chen will enter into a service contract with the Company and he will be entitled to receive remuneration from the Company during the term of directorship. Mr. Chen will be entitled to a basic remuneration of RMB277,000 per year which is determined according to the results of the Company and the condition of similar companies in the market and his basic remuneration may be adjusted and discretionary bonus during his term of directorship may be determined according to the results of the Company and the condition of similar companies in the market, while such adjustments and determination shall be in accordance with the remuneration policy of the Company approved at the second extraordinary general meeting in 2008 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 Securities and Futures Ordinance. Save as disclosed in this announcement, Mr. Chen has not held any other directorships in any public listed companies in the past three years and, he has no relationship 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 matter that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

2. Mr. Zhou Zhong-qi, aged 55, a senior accountant, graduated from Fudan University (復旦大學) in 1999 with a Bachelor's degree in International Trade. Mr. Zhou served as director and chief financial officer of Shanghai No.1 Department Store Company Limited (上海市第一百貨商店股份有限公司)(a company formerly listed on the Shanghai Stock Exchange whose name changed into Shanghai Bailian Group Co., Ltd in November 2004 and later incorporated into Shanghai Friendship in 2011) for the period from July 2000 to June 2004. For the period from June 2005 to September 2006, Mr. Zhou served as the chairman of the supervisory committee of Hualian Supermarket. Mr. Zhou has also successively served as the deputy-head and head of the finance department of Shanghai No.1 Department Store Company Limited, manager of the finance department of Shanghai Orient Shopping Centre Ltd., manager of the finance department of Shanghai Yibai (Holdings) Company Ltd. (上海一百(集團)有限公司), chief financial officer of the supermarket merchandising division of Bailian Group, chief financial officer of Shanghai Bailian E-Commerce Co., Ltd. (上海百聯電子商務有限公司), and director and chief financial officer and member of the party committee of Bailian E-Commerce Co., Ltd.. Mr. Zhou served as the chief financial officer of the Company from 26 November, 2013.

Mr. Zhou was elected as an executive director of the Company at the EGM for a term from the date of the EGM until the conclusion of the annual general meeting of the Company for the year 2013, subject however to the Articles of Association. Mr. Zhou will enter into a service contract with the Company and he will be entitled to receive remuneration from the Company during the term of directorship. Mr. Zhou will be entitled to a basic remuneration of RMB277,000 per year which is determined according to the results of the Company and the condition of similar companies in the market and his basic remuneration may be adjusted and discretionary bonus during his term of directorship may be determined according to the results of the Company and the condition of similar companies in the market, while such adjustments and determination shall be in accordance with the remuneration policy of the Company approved at the second extraordinary general meeting in 2008 of the Company. As at the date of this announcement, Mr. Zhou has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed in this announcement, Mr. Zhou has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Zhou 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 matter that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

3. Mr. Wang Zhi-gang, aged 56, a senior economist. Mr. Wang graduated from Renmin University of China (中國人民大學) in 1982 and holds a Bachelor's degree in commerce and economics and graduated from Fudan University in 1991 and holds a Master's degree in administration and management. Mr. Wang previously served as division member, vice division head, assistant manager, vice manager of Shanghai Apparel and Shoes Company (上海市服裝鞋帽公司); executive vice general manager and general manager of Shanghai Fashion Co., Ltd. (上海時裝股份有限公司); general manager of Shanghai Jin'an Investment Management Co., Ltd. (上海金安投資管理有限公司); vice general manager of Shanghai Yibai (Holdings) Company Ltd. and a member of the board of directors of Shanghai Bailian Group Co., Ltd. (上海百聯集團股份有限公司). Mr. Wang is currently the vice president of Bailian Group. In 1984, Mr. Wang was awarded as Shanghai Outstanding Young Entrepreneur (上海市優秀青年企業家) by The People's Government of Shanghai municipality. Mr. Wang was an executive director of the Company from June 2007 to June 2010 and was appointed as the Chairman of the Company from July 2007 to May 2009. Mr. Wang served as a non-executive director of the Company from January 2012 to November 2013.

Mr. Wang was elected as a supervisor of the Company at the EGM for a term from the date of the EGM until the conclusion of the annual general meeting of the Company for the year 2013, subject however to the Articles of Association. Mr. Wang will not enter into any service contract with the Company and he will not be entitled to any remuneration from the Company during the term of serving as a supervisor of the Company. As at the date of this announcement, Mr. Wang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed in this announcement, Mr. Wang has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Wang 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.