



**物美**  
WU MART

**北京物美商業集團股份有限公司**  
**WUMART STORES, INC.**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 08277)**

**Proxy form for use at the 2009 Extraordinary General Meeting  
to be held on 13 November 2009**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H share/domestic shares<sup>(Note 2)</sup>  
of Wumart Stores, Inc. (the "Company") hereby appoint<sup>(Note 3)</sup> \_\_\_\_\_  
of<sup>(Note 3)</sup> \_\_\_\_\_

as my/our proxy, failing which, the chairman of the EGM to act as my/our proxy to attend the 2009 extraordinary general meeting ("EGM") to be held at 10:00 a.m. (Beijing time) on Friday, 13 November 2009 at the Conference Room, 2nd Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC and to vote on my/our behalf at the meeting in respect of the following resolutions as indicated hereunder or, if no indication is given, to vote or abstain from voting as my/our proxy thinks fit.

| <b>I. Special Resolution</b>   | <b>For<sup>(Note 4)</sup></b> | <b>Against<sup>(Note 4)</sup></b> | <b>Abstain<sup>(Note 4)</sup></b> |
|--|-------------------------------|-----------------------------------|-----------------------------------|
| 1. To consider and approve the amendment to the Articles of Association.   |                               |                                   |                                   |
| <b>II. Ordinary Resolutions</b>  |                               |                                   |                                   |
| 1. To consider and approve the appointment of Mr. Zhu You-nong as an executive director of the third session of the board of the Company.                  |                               |                                   |                                   |
| 2. To consider and approve the conditional appointment of Madam Mary Ma as a non-executive director of the third session of the board of the Company.      |                               |                                   |                                   |
| 3. To consider and approve the conditional appointment of Mr. John Huan Zhao as a non-executive director of the third session of the board of the Company. |                               |                                   |                                   |
| 4. To fix directors' remunerations.  |                               |                                   |                                   |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009 Signature<sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) as recorded in the register of members in BLOCK LETTERS.
- Please indicate the number of shares of the Company registered in your name(s) and delete whichever is inappropriate (H shares or domestic shares).
- Please insert the name and address of the person that you wish to appoint as your proxy. If no name and address is inserted, the chairman of the EGM will act as your proxy. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you.
- If you wish to vote for any resolution, please tick ("√") in the box marked "For." If you wish to vote against any resolution, please tick ("√") in the box marked "Against." If you wish to abstain from voting, please tick ("√") in the box marked "Abstain". Abstention votes or abstention from voting will not be regarded as having voting rights for the purpose of vote counts. If you wish the appointed proxy to vote on behalf of only a portion of the shares, please indicate the correct number of shares in the relevant column instead of inserting a tick ("√"). If no tick ("√") is inserted in the column or no correct number of shares to be voted on behalf of is indicated, the proxy may vote or abstain from voting at his discretion.
- This form of proxy must be signed by you or your attorney duly authorized in writing, or in the case of legal person, must be either under your corporate seal or signed by a director or your authorized attorney.
- In the case of joint holders of any shares in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto. But if more than one of such joint holders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- This form of proxy together with a notarially certified copy of the power of attorney or other authority, if any, must be lodged at Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in case of holders of H shares, or the Company's head office at 10th Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC, in case of holders of domestic shares, no later than 24 hours before the holding of the EGM. This form of proxy may be returned by hand or by post.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Each alteration made to this form of proxy must be initialed by the person who signs it.