
NOTICE OF 2009 EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

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This circular, for which the directors of Wumart Stores, Inc. (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the purpose of giving information with regard to the Wumart Stores, Inc.. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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WU MART

北京物美商業集團股份有限公司
WUMART STORES, INC.

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

(Stock Code: 08277)

NOTICE OF 2009 EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

NOTICE OF 2009 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 extraordinary general meeting (the "EGM") of Wumart Stores, Inc. (the "Company") will 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 to consider, approve and transact the following business:

I. As a special resolution

1. To consider and approve the amendment to Article 92 of the Articles of Association and to authorise the board to amend the wording of Article 92 of the Articles of Association, if necessary, in accordance with the requirements of relevant authorities so as to complete the filing procedure for the Articles of Association with the relevant PRC and Hong Kong authorities.

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The original Paragraph 1 of Article 92 of the Articles of Association:

“The board of directors of the Company shall be composed of seven directors, of which half of the directors shall be outside directors and two or more directors shall be independent directors.”

shall be amended to read:

“The board of directors of the Company shall be composed of eleven directors, of which not less than half of the directors shall be outside directors and not less than three directors shall be independent directors.”

II. As ordinary resolutions

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.

That, subject to the amendment to Article 92 of the Articles of Association to increase the number of directors on the board becoming effective, Mr. Zhu You-nong be and is hereby elected as an executive director of the third session of the board of the Company for a term commencing at the conclusion of the EGM and ending at the conclusion of the 2010 annual general meeting 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.

That, subject to the amendment to Article 92 of the Articles of Association to increase the number of directors on the board becoming effective, and conditional upon the completion of the subscription of 100,000,000 overseas-listed foreign shares (“H Share Completion”) with a nominal value of RMB0.25 each by TPG Asia V, L.P. (“TPG”) and Fit Sports Limited (“FS”) or their nominees subject to and in accordance with the terms and conditions of a subscription agreement in respect of H Shares of Wumart Stores, Inc. dated 12 August 2009 by and among the Company, TPG and FS, Madam Mary Ma be and is hereby elected as a non-executive director of the third session of the board of the Company for a term commencing on the later of (i) the date of the H Share Completion or (ii) the effective date of the amendment to Article 92 of the Articles of Association to increase the number of directors on the board, and ending at the conclusion of the 2010 annual general meeting of the Company.

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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.

That, subject to the amendment to Article 92 of the Articles of Association to increase the number of directors on the board becoming effective, and conditional upon the completion of the subscription of a total of 30,926,116 non-listed RMB ordinary shares (“First Domestic Share Completion”) with a nominal value of RMB0.25 each by Hony Capital RMB I, L.P. and Legend Holdings Limited, subject to and in accordance with the terms and conditions of the Domestic Shares Subscription Agreement of Wumart Stores, Inc. dated 12 August 2009 and the Supplemental Agreement to the Domestic Shares Subscription Agreement of Wumart Stores, Inc. dated 17 September 2009 by and among the Company, Hony Capital and Legend Holdings Limited, Mr. John Huan Zhao be and is hereby elected as a non-executive director of the third session of the board of the Company for a term commencing on the later of (i) the date of the First Domestic Share Completion or (ii) the effective date of the amendment to Article 92 of the Articles of Association to increase the number of directors on the board, and ending at the conclusion of the 2010 annual general meeting of the Company.

4. To fix directors’ remunerations.

That the board of the Company be and is hereby authorised to fix the remunerations of Mr. Zhu You-nong, an executive director, in accordance with the nature of his services, and Madam Mary Ma and Mr. John Huan Zhao, as non-executive directors, are not entitled to any remuneration paid by the Company. Any travelling and lodging expenses incurred in attending general meetings or Board meetings of the Company and in the performance of their duties by the directors shall be reimbursed by the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 15 October 2009 to Friday, 13 November 2009 (both days inclusive), during which period no transfer of shares will be registered.

In order to be entitled to attend and vote at the EGM, H Shareholders must lodge all share transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for completion of the registration of the relevant share transfers no later than 4:30 p.m. on Wednesday, 14 October 2009.

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The address of the Company's H share registrar is as follow:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

By Order of the Board
Wumart Stores, Inc.
Dr. Wu Jian-zhong
Chairman

Beijing, PRC
21 September 2009

Notes:

1. Biographies of the directors proposed to be elected at the EGM are as follows:

Mr. Zhu You-nong (“Mr. Zhu”)

Mr. Zhu, aged 57, President of the Company. From 1988 to 1992, Mr. Zhu served as deputy general manager of Beijing Ya Du Manmade Environment Technology Company. From 1993 to 2000, he served as chairman of Beijing Duo Ling Duo Investment Company Limited. From 2000 onwards, Mr. Zhu served as director and general manager of Beijing MerryMart Chainstores Development Co., Ltd. Since October 2007, Mr. Zhu has been President of the Company.

Madam Mary Ma (“Madam Ma”)

Madam Ma, aged 57, a partner and managing director of TPG Capital since 2007, is primarily responsible for investments in the Greater China region. After joining Lenovo Group Limited in 1990, Madam Ma became the Senior Vice President and the Chief Financial Officer of Lenovo Group and was appointed as executive director in 1997. Madam Ma still serves as a non-executive Vice Chairman of Lenovo's board of directors. From 2003 to 2007, Madam Ma served as an independent non-executive director of Sohu.com Inc., a NASDAQ listed company.

Madam Ma is also an independent non-executive director of Standard Chartered Bank (Hong Kong) Limited, a non-executive director of Daphne International Holdings Limited and a director of Shenzhen Development Bank Co., Ltd. In 2009, she was appointed as a member of the Listing Committee of the Stock Exchange.

After graduating from the Capital Normal University in Beijing in 1976, Madam Ma pursued further study at King's College of the University of London in the United Kingdom. She has over 30 years' experience in financial and executive management.

Mr. John Huan Zhao (“Mr. Zhao”)

Mr. Zhao, aged 46, is the Chief Executive Officer of Hony Capital, a private equity investment management company in China. He also serves as a Vice President of Legend Holdings Limited, the investment holding company of Lenovo Group Limited (HK.00992).

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Under Mr. Zhao's leadership, Hony Capital has built a strong portfolio of investments in leading companies in sectors like finance, pharmaceuticals, construction materials, consumer goods, heavy machinery and media, such as China Glass Holdings Ltd. (HK.03300), Zoomlion Ltd. (SZ.000157), Solarfun Ltd. (NASDAQ.SOLF), Simcere Pharmaceutical Group (NYSE.SCR) and Digital China Holdings Limited (HK.00861).

Prior to Hony Capital and Legend Holdings, Mr. Zhao held various senior management positions in a number of investment and technology companies in US, including as VP and general manager at U.S. Robotics Inc. (NASDAQ.USRX) and R&D Director at Shure Brothers, Inc., Managing Partner at eGarden Ventures, Chairman and CEO of Infolio Inc. and Vadem Inc.

Mr. Zhao has a B.S. degree from Nanjing University. He pursued further studies in the U.S. in 1987, and received M.S. Degrees in Physics and Electrical Engineering from Northern Illinois University and an M.B.A. degree from Kellogg Graduate School of Management at Northwestern University.

Save as disclosed in this notice, Mr. Zhu, Madam Ma and Mr. Zhao are not connected with any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

As at the date of this notice, save as disclosed in the circular and the circular of the Company entitled "Proposed Amendment to Articles of Association and Proposed Appointments of Non-executive Directors" dated 27 August 2009, and in the circular of the Company entitled "Acquisition of the 25% Equity Interests in Beijing MerryMart Chainstores Development Co., Ltd.," dated 10 September 2009, Mr. Zhu, Madam Ma and Mr. Zhao do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

As far as the Company is aware, there is no other information relating to the appointments of Mr. Zhu, Madam Ma and Mr. Zhao that are required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules or any matters that need to be brought to the attention of the shareholders.

2. In order to qualify for attendance and voting at the EGM, H Shareholders must lodge all share transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 14 October 2009.
3. Each shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the EGM on his/her behalf. Proxies need not be shareholders of the Company.
4. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If the proxy form is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified. Instrument appointing a proxy of any shareholder being a legal person must be affixed with the corporate seal of such shareholder or duly signed by a director or by its authorized attorney.
5. Proxy forms for H shareholders, accompanied by any power of attorney or other documents of authorisation (if any), shall 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; and proxy forms for domestic shareholders, accompanied by any power of attorney or other documents of authorisation (if any), shall be lodged at the Company's head office. The proxy forms must be lodged no later than 24 hours before the convening of the EGM.

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6. If a proxy attends the EGM on behalf of a shareholder, he should produce his evidence of identity and the instrument signed by the shareholder appointer or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person shareholder attends the EGM, such legal representative should produce his evidence of identity and valid documents evidencing his capacity as such legal representative. If a legal person shareholder appoints an authorised representative of the Company other than its legal representative to attend the EGM, such representative should produce his evidence of identity and an authorization instrument affixed with the seal of the legal person Shareholder and duly signed by its legal representative.
7. Shareholders who wish to attend the EGM should complete the reply slips for the EGM and deliver the completed slips to 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 H shareholders or to the Company's head office in case of domestic shareholders, on or before Friday, 23 October 2009.
8. Shareholders or proxies attending the EGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes or abstention from voting will not be regarded by the Company as having voting rights for the purpose of vote counts.
9. Voting shall be decided by poll at the EGM.
10. Shareholders or proxies attending the EGM are reminded that any expenses in transportation, accommodation and meals will be incurred at their own cost.
11. The address of the Company's head office is as follows:

10th Floor, Yuquan Building,
3 Shijingshan Road, Shijingshan District,
Beijing, the PRC
100049
Tel: 8610-88258022
Fax: 8610-88258121

As at the date of this circular, the board comprises Dr. Wu Jian-zhong, Dr. Meng Jin-xian and Madam Xu Ying as executive directors, Mr. Wang Jian-ping as non-executive director, and Mr. Han Ying, Mr. Li Lu-an and Mr. Lu Jiang as independent non-executive directors.