



**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)**

**NOTICE OF ANNUAL GENERAL MEETING AND  
CLOSURE OF REGISTER OF MEMBERS**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2009 annual general meeting (the “AGM”) of Wumart Stores, Inc. (the “Company”) will be held at 10:00 a.m. (Beijing time) on Tuesday, 11 May 2010 at the Conference Room, 2nd Floor, Yuquan Building, Shijingshan Road, Shijingshan District, Beijing, the PRC to consider, approve and transact the following businesses.

**I. As ordinary resolutions**

1. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2009 and the independent auditor's report thereon;
2. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2009;
3. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2009;
4. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009;
5. To consider and approve the re-appointments of Deloitte Touche Tohmatsu CPA Ltd., and Deloitte Touche Tohmatsu as the Company's domestic and international auditors, respectively, for a term expiring upon the conclusion of the 2010 annual general meeting of the Company and to authorise the Board to fix their remuneration in accordance with the workload of the auditors and market conditions.

**II. As special resolution**

To consider and approve allot, issue additional shares in the share capital of the Company (the “Additional Shares”) whether Domestic Shares or H Shares, and to grant to the Board an unconditional and general mandate (the “General Mandate”) to allot, issue and deal with Additional Shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:

- (a) such General Mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
- (b) the total number of Additional Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on Additional Shares in accordance with the Articles of Association, shall not exceed:
  - (i) 20 per cent of the total number of Domestic Shares of the Company in issue at the date of passing of this resolution; and
  - (ii) 20 per cent of the total number of H Shares of the Company in issue at the date of passing of this resolution.
- (c) the Board will only exercise its power under such mandate in accordance with the relevant regulations of the PRC (as amended from time to time) and the applicable listing rules (as amended from time to time) and only if necessary approvals from the CSRC and/or other relevant PRC government authorities are obtained.

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For the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution in a general meeting of the Company.

Subject to the Board issuing Additional Shares pursuant to this resolution, the Board be authorised to:

- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of Additional Shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
- (b) determine the use of proceeds and make all necessary filings to the relevant authorities in the PRC and/or Hong Kong (if required);
- (c) register the capital increase with the relevant authorities in the PRC upon an increase of capital by issuing Additional Shares pursuant to this resolution; and
- (d) make such amendments to the relevant provisions of the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.

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**III. To consider and approve provisional resolutions (if any) proposed in writing to the Company by any shareholder(s) holding in aggregate 5% or more of the Company's voting shares.**

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 12 April 2010 to Tuesday, 11 May 2010 (both days inclusive), during which period no transfer of shares will be registered.

In order to be entitled to attend and vote at the AGM and to qualify for the proposed final dividend, H Shareholders must lodge all share transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) to 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 Friday, 9 April 2010.

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, the PRC

26 March 2010

#### **Notes:**

1. Pursuant to the provisions of the Enterprise Income Tax Law of the People's Republic of China and the Implementing Regulations of the Enterprise Income Tax Law of the People's Republic of China, and subject to the passing of the resolution on the payment of the final dividend for 2009 at the AGM, final dividends payable to all non-resident enterprise Shareholders registered in the name of non-natural person (including HKSCC Nominees Limited, other corporate nominees or trustees, or all other entities and organisations) whose names appear on the register of H Shareholders as at the close of business on the date of the AGM, will be subject to a withholding of 10% of income tax. Final dividends payable to natural person shareholders whose names appear on the register of H Shareholders will not be subject to a withholding of 10% of income tax.

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2. Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 9 April 2010 shall be entitled to attend and vote at the AGM and to receive the proposed final dividend. In order to qualify for attendance and voting at the AGM and the proposed final dividend, H Shareholders must lodge all share transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) to 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 Friday, 9 April 2010.
3. Each Shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the AGM 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. Proxy forms must be lodged no later than 24 hours before the holding of the AGM.
6. If a proxy attends the AGM 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 AGM, 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 AGM, such representative should produce his evidence of identity and an authorisation instrument affixed with the seal of the legal person Shareholder and duly signed by its legal representative.
7. Shareholders who wish to attend the AGM should complete the reply slips for the AGM 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 Tuesday, 20 April 2010.

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8. Shareholders or proxies attending the AGM 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 AGM.
10. Shareholders or proxies attending the AGM are reminded that any expenses in transportation, meals and lodging will be borne by them.
11. The address of the Company's head office is as follows:

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