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*This announcement, 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 of the Stock Exchange (the “GEM”) for the purpose of giving information with regard to Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



**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)**

## **ANNOUNCEMENT**

### **PROPOSED TRANSFER TO MAIN BOARD LISTING**

Reference is made to the announcement of the Company dated 15 May 2009 in relation to the proposed Transfer to Main Board Listing (the “Announcement”) and the announcement of the poll results of the annual general meeting and the class meetings of the Company dated 30 June 2009.

At the annual general meeting and the class meetings of the Company held on 30 June 2009, a special resolution in connection with the Company’s proposed Transfer to Main Board Listing was considered and approved (the “Shareholders’ Special Resolution”). Pursuant to the requirements of the relevant regulatory authorities, the validity period of the Shareholders’ Special Resolution is one year. Due to issues relating to the procedures of accepting application and reporting, the Company was unable to make an application to the relevant authorities for the proposed Transfer to Main Board Listing within the validity period of the Shareholders’ Special Resolution. In order to complete the Company’s proposed Transfer to Main Board Listing, the Board has resolved to propose the holding of the EGM and the Class Meetings, at which a special resolution will be submitted to the Shareholders again for the approval, if thought fit, of the Company’s proposed Transfer to Main Board Listing.

**The Company would like to emphasise that (i) the proposed Transfer to Main Board Listing is at a preliminary stage and that the definitive timetable for the proposed Transfer to Main Board Listing has not yet been finalised; and (ii) the implementation of the proposed Transfer to Main Board Listing is subject to, inter alia, the granting of relevant approvals by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company. The proposed Transfer to Main Board Listing, therefore, may or may not proceed. Shareholders and potential investors should, therefore, exercise caution when dealing in the H Shares of the Company.**

## **INTRODUCTION**

Reference is made to the Announcement of the Company dated 15 May 2009 in relation to the proposed Transfer to Main Board Listing and the announcement of the poll results of the annual general meeting and the class meetings of the Company dated 30 June 2009.

At the annual general meeting and the class meetings of the Company held on 30 June 2009, the Shareholders' Special Resolution in connection with the Company's proposed Transfer to Main Board Listing was considered and approved. Pursuant to the requirements of the relevant regulatory authorities, the validity period of the Shareholders' Special Resolution is one year. Due to issues relating to the procedures of accepting application and reporting, the Company was unable to make an application to the relevant authorities for the proposed Transfer to Main Board Listing within the validity period of the Shareholders' Special Resolution. In order to complete the Company's proposed Transfer to Main Board Listing, the Board has resolved to propose the holding of the EGM and the Class Meetings, at which a special resolution will be submitted to the Shareholders again for the approval, if thought fit, of the Company's Transfer to Main Board Listing.

## **PROPOSED TRANSFER TO MAIN BOARD LISTING**

### **A. Reasons for the Proposed Transfer to Main Board Listing**

The Company is principally engaged in the operation and management of retail superstore chains. Since the listing of H Shares of the Company on GEM on 21 November 2003, the Group's market share and retail network have been growing rapidly with significant enhancement in the profile of the Group.

The Directors are of the view that the listing of the H Shares of the Company on the Main Board will further enhance the image of the Group, draw the in-depth attention of key industry analysts and public investors (including institutional investors) to the Group, broaden the base of the Shareholders (including institutional investors), further strengthen the recognition of the Group among them and facilitate an increase in the circulation of the H Shares of the Company. The Directors believe that the listing of the H Shares of the Company on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group as a whole.

### **B. Requirements under the PRC Regulations**

Under the requirements of the existing relevant PRC laws and regulations, a company incorporated in the PRC which intends to have its shares listed on an overseas stock exchange is required to comply with the requirements of the Notice. The Notice is applicable to the proposed Transfer to Main Board Listing. Under the Notice,

Shareholders' approval in relation to the proposed Transfer to Main Board Listing must be obtained by the Company prior to the submission of the relevant application to the CSRC.

### **C. Conditions for the Proposed Transfer to Main Board Listing**

Shareholders should note that Shareholders' approval in connection with the proposed Transfer to Main Board Listing is being sought at the EGM and the Class Meetings for the sole purpose of enabling the Company to make the relevant applications to and obtain the relevant approvals of the CSRC and/or the Stock Exchange in connection with the proposed Transfer to Main Board Listing, which will be conditional upon, inter alia, the following:

- (i) the fulfilment by the Company of the requirements of the Notice and all the listing requirements on the Main Board as stipulated in the Main Board Listing Rules;
- (ii) the obtaining of Shareholders' approval in connection with the proposed Transfer to Main Board Listing at the EGM and the Class Meetings respectively;
- (iii) the granting of the approval by the CSRC in relation to the proposed Transfer to Main Board Listing;
- (iv) the granting of the approval by the Stock Exchange in relation to the listing of, and permission to deal in, the H Shares of the Company on the Main Board; and
- (v) the granting of other approvals (if any) deemed necessary by relevant regulatory authorities, including but not limited to, the CSRC and/or the Stock Exchange.

A circular containing, among other matters, the relevant information in relation to the proposed Transfer to Main Board Listing, together with notices of the EGM and the Class Meetings, will be dispatched to Shareholders as soon as practicable.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules. The Company will make further announcements, as and when it deems necessary or appropriate, to keep the Shareholders and potential investors informed on the latest progress of the proposed Transfer to Main Board Listing.

**The Company would like to emphasise that (i) the proposed Transfer to Main Board Listing is at a preliminary stage and that the definitive timetable for the proposed Transfer to Main Board Listing has not yet been finalised; and (ii) the implementation of the proposed Transfer to Main Board Listing is subject to, inter alia, the granting of relevant approvals by the CSRC and the Stock Exchange, together with other conditions and regulatory requirements to be fulfilled by the Company. The proposed Transfer to Main Board Listing, therefore, may or may not proceed. Shareholders and potential investors should, therefore, exercise caution when dealing in the H Shares of the Company.**

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

“Board”	the board of directors of the Company
“Class Meetings”	the 2010 H Share Class Meeting of the Company to be held at 9:30 a.m. on Tuesday, 13 July 2010 and 2010 Domestic Share Class Meeting of the Company to be held at 10:00 a.m. on Tuesday, 13 July 2010
“Company”	Wumart Stores, Inc. (北京物美商業集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the shares of which are listed and traded on the GEM
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.25 each, which are subscribed by Domestic Shareholders and credited as fully paid up in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“EGM”	the 2010 First Extraordinary General Meeting of the Company to be held at 10:30 a.m. on Tuesday, 13 July 2010
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company, with a nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars and listed and traded on the GEM
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM

“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Transfer to Main Board Listing”	the transfer of the H Shares from the GEM to the Main Board pursuant to the Main Board Listing Rules
“Notice”	the “Notice in respect of Issues relating to Applications by Enterprises for Overseas Listing of Shares” 《關於企業申請境外上市有關問題的通知》 issued by the CSRC
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) of the Company, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Beijing, PRC  
11th May, 2010

*As at the date of this announcement, the Board comprises Dr. Wu Jian-zhong, Mr. Zhu Younong, Dr. Meng Jin-xian and Madam Xu Ying as executive Directors, Mr. Wang Jian-ping and Mr. John Huan Zhao as non-executive Directors, and Mr. Han Ying, Mr. Li Lu-an and Mr. Lu Jiang as independent non-executive Directors.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.wumart.com](http://www.wumart.com).*