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*This announcement, for which 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 Board (the “GEM”) for the purpose of giving information with regard to Wumart Stores, Inc. (the “Company”). The directors of the 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)**

**NOTICE OF H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2010 first H share class meeting (the “H Share Class Meeting”) of Wumart Stores, Inc. (the “Company”) will be held at 9:30 a.m. (Beijing time) on Tuesday, 13 July 2010 at the Conference Room, 2nd Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC to consider and, if thought fit, approve the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and, if thought fit, approve the proposed Transfer to Main Board Listing of the Company’s H Shares (“Transfer to Main Board Listing”), and to authorise the board of directors of the Company to (i) file any application and submission, do all such actions and things, execute related documents and implement all related actions for and on behalf of the Company as they may deem necessary, desirable or expedient to effect and implement the below-mentioned; and (ii) complete and deal with all other necessary procedures and registrations/filings incidental to, or in respect of the proposed Transfer to Main Board Listing in obtaining the following approvals: (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting an approval of the proposed Transfer to Main Board Listing of the Company; (2) the China Securities Regulatory Commission (“CSRC”) granting an approval of the proposed Transfer to Main Board Listing of the Company; (3) the obtaining of all other relevant approvals (if

any) in respect of the implementation of the proposed Transfer to Main Board Listing of the Company and the fulfillment of all consents or conditions that may be incidental to such approvals.

2. (a) To consider and, if thought fit, approve the following amendments to the articles of association of the Company (the “Articles of Association”) in connection with the Company’s proposed Transfer to Main Board Listing and in order to comply with the Listing Rules of the Stock Exchange, and to authorise any one of the executive directors of the Company to execute or sign such other documents on behalf of the Company and do all such things and take all such actions as he deems necessary, desirable or expedient in connection with the proposed amendments to the Articles of Association:

- 1) The original “footnote” to the contents page of the Articles of Association:

“In the margin notes to the provisions of the Articles of Association, the “Mandatory Provisions” refers to the “Mandatory Provisions for Articles of Association of Companies Listed Overseas” jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System; the “Listing Rules” refers to the “Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited” (the “Stock Exchange”) prescribed by the Stock Exchange; the “Zheng Jian Hai Han (證監海函)” refers to the “Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong” (Zheng Jian Hai Han [1995] No.1) jointly issued by the Overseas-Listing Department of the CSRC and the Production System Department of the former State Commission for Restructuring the Economic System; the “Opinions” refers to the “Opinions on Further Standardising Operations and Intensifying Reforms of Companies Listed Overseas” jointly issued by the State Economic and Trade Commission and the CSRC; and the “Practice Guidelines for Secretaries” refers to the “Practice Guidelines for Secretaries of the Board of the Companies Listed Overseas” issued by the CSRC.”

**shall be amended as:**

“In the margin notes to the provisions of the Articles of Association, the “Mandatory Provisions” refers to the “Mandatory Provisions for Articles of Association of Companies Listed Overseas” jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System; the “Listing Rules” refers to the “Rules Governing the Listing of Securities of the Stock Exchange” (the “Stock Exchange”) prescribed by the Stock Exchange; the “Zheng Jian Hai Han (證監海函)” refers to the “Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong” (Zheng Jian Hai Han [1995] No.1) jointly issued by the Overseas-Listing Department of the CSRC and the Production System Department of the former State Commission for Restructuring the Economic System; the “Opinions” refers to the “Opinions on Further Standardising Operations and Intensifying Reforms of Companies Listed Overseas” jointly issued by the State Economic and Trade Commission

and the CSRC; and the “Practice Guidelines for Secretaries” refers to the “Practice Guidelines for Secretaries of the Board of the Companies Listed Overseas” issued by the CSRC.”

- 2) Paragraph 3 of Article 42 of the Articles of Association shall be deleted:

“The aforesaid transfer of share may adopt the standard form of transfer as may be prescribed by the Stock Exchange. The instrument of transfer must be signed under hand or under machine imprinted signature by both transferor and transferee”.

- 3) The original Paragraph 5 of Article 69 of the Articles of Association:

“Where any shareholder is, under the GEM Listing Rules (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited), required to abstain from voting on any resolution or restricted to voting only for or only against any resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

**shall be amended as:**

“Where any shareholder (as defined in the Listing Rules) is, under the Listing Rules, required to abstain from voting on any resolution or restricted to voting only for or only against any resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

- 4) Paragraph 2 of Article 70 to the Articles of Association shall be added:

“Where any shareholder is, under applicable laws and regulations and the listing rules of the places of listing of the Company, is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder (or its proxy) in contravention of such requirement or restriction shall not be counted.”

- 5) The original Article 71 of the Articles of Association:

“Voting at a general meeting shall be conducted by a show of hands unless, prior or subsequent to the results of the show of hands, a poll is demanded by:

- (i) the chairman of the meeting;
- (ii) at least two shareholders, present in person or by proxy, who have the right to vote;
- (iii) one or more shareholders or his/her proxy who, alone or together, represent 10% or more of the shareholding represented at the meeting which carry the right to vote at that meeting.

Unless a poll is demanded, a declaration by the chairman based on the results of the show of hands as to whether a resolution has been passed and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the result of that vote without further proof of the number of votes recorded or the percentage of votes in favour of and against such resolution at the meeting.

The demand for a poll may be withdrawn by the person(s) who demanded it.”

**shall be amended as:**

“Voting at a general meeting shall be conducted by a show of hands unless, required by laws, administrative regulations, relevant regulatory authorities or the listing rules of the places of listing of the shares of the Company or prior or subsequent to the results of the show of hands, a poll is demanded by:

- (i) the chairman of the meeting;
- (ii) at least two shareholders, present in person or by proxy, who have the right to vote;
- (iii) one or more shareholders or his/her proxy who, alone or together, represent 10% or more of the shareholding represented at the meeting which carry the right to vote at that meeting.

A declaration by the chairman based on the results of the show of hands as to whether a resolution has been passed and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the result of that vote without further proof of the number of votes recorded or the percentage of votes in favour of and against such resolution at the meeting.

The Company shall announce the results of the poll voting only when required by laws, administrative regulations, relevant regulatory authorities or the listing rules of the places of listing of the shares of the Company.

The demand for a poll may be withdrawn by the person(s) who demanded it.”

- 6) The original Paragraph 1 of Article 97 of the Articles of Association:

“Board meetings shall be convened by the chairman and held at least twice a year. Notice of at least 10 days shall be given of a board meeting to all directors. In case of urgent matters, extraordinary board meetings, which are not subject to the restrictions in respect of the notice of meeting in Article 98, shall be held at the requisition of the chairman or at least one-third of the directors or the president of the Company.”

**shall be amended as:**

“Board meetings shall be convened by the chairman and held at least four times a year. Notice of at least 14 days shall be given of a board meeting to all directors. In case of urgent matters, extraordinary board meetings, which are not subject to the restrictions in respect of the the timing for notice of the meeting and the

notice of meeting in this Article and Article 98, respectively, shall be held at the requisition of the chairman or at least one third of the directors or the president of the Company.”

- 7) The original Paragraph 2 of Article 129 of the Articles of Association:

“A director shall abstain from voting on any resolution of the Board meetings, which is subject to the approval of the Board, approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) has a material interest nor shall he be counted in the quorum present at the relevant Board meeting.”

**shall be amended as:**

“A director shall abstain from voting on any resolution of the Board meetings, which is subject to the approval of the Board, approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the Listing Rules) has a material interest nor shall he be counted in the quorum present at the relevant Board meeting.”

- 8) The original Article 145 of the Articles of Association:

“The Company shall prepare, in respect of each of the first 6 months of each financial year of the Company, a half-year report containing at least the information required by the GEM Listing Rules and publish the same not later than 45 days after the end of such period.

The Company shall prepare, in respect of each of the first 3 and 9 month periods of each financial year of the Company, a quarterly report containing at least the information required by the GEM Listing Rules and publish the same not later than 45 days after the end of such period.

The Company shall prepare, in respect of each financial year of the Company, an annual report containing at least the information required by the GEM Listing Rules and publish the same not later than 3 months after the date upon which the financial year ended.”

**shall be amended as:**

“The Company shall publish its financial reports twice in each financial year. The interim financial report shall be announced and despatched to shareholders within 3 months after the end of the first 6 months of each financial year, and the annual financial report shall be announced and despatched to shareholders within 4 months after the end of each financial year.”

Such amendments will be conditional upon approvals of the CSRC, Stock Exchange and other relevant regulatory authorities for the Company’s Transfer to Main Board Listing and the listing of and commencement to deal in the H Shares of the Company on the main board of the Stock Exchange.

- (b) To consider and, if thought fit, approve the authorization of the board of directors of the Company to further amend the Articles of Association as may be required in connection with the proposed Transfer to Main Board Listing in accordance with relevant laws and regulations and requirements of relevant regulatory authorities of the PRC and Hong Kong, in order to fulfill the requirements of relevant laws and regulations of the PRC and Hong Kong.

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

Beijing, the PRC  
26 May 2010

*NOTES:*

1. The register of members of the Company will be closed from Sunday, 13 June 2010 to Tuesday, 13 July 2010 (both days inclusive), during which period no transfer of shares will be registered. All share transfer documents together with the relevant share certificate(s) of the Company's H Shares should be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 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, 11 June 2010. H Shareholders whose names appear on the register of members of the Company on Sunday, 13 June 2010 shall be entitled to attend and vote at the H Share Class Meeting.
2. Each H Shareholder who is entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies in writing to attend and vote at the H Share Class Meeting on his/her behalf. Proxies need not be Shareholders of the Company.
3. The instrument appointing a proxy must be in writing under the hand of the H Shareholder or his attorney duly authorised in writing. 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. If the proxy form is signed by an attorney, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarised.
4. Proxy forms for H Shareholders, accompanied by any notarised 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for the holding of the H Share Class Meeting or any adjournment thereof.
5. Shareholders or their proxies shall be required to present their identification documents when attending the H Share Class Meeting. In case of corporate shareholders, their legal representatives or persons authorised by the board of directors of other decision-making bodies shall be required to present photocopies of the resolutions of the board of directors of corporate shareholders or other decision-making bodies authorising such persons to attend the meeting.
6. H Shareholders who wish to attend the H Share Class Meeting should complete the reply slips for the H Share Class Meeting and deliver the completed slips to Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before Wednesday, 23 June 2010. Shareholders may return this reply slip to the above address by hand or via post or fax.
7. H Shareholders or proxies attending the H Share Class Meeting should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes or abstaining from voting will not be regarded by the Company as having voting rights for the purpose of vote counts.

8. Voting shall be conducted by way of poll at the H Share Class Meeting.
9. H Shareholders or proxies attending the H Share Class Meeting are reminded that any expenses in transportation, accommodation and meals will be incurred at their own cost.
10. 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: 8610-8825 8862/8610-8825 8061  
Fax: 8610-8825 8121

*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).*