



**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 the Domestic Share Class Meeting  
to be held on Tuesday, 13 July 2010**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> domestic shares of RMB0.25 each in the capital 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 2010 first domestic share class meeting (the "Domestic Share Class Meeting") to act as my/our  
proxy to attend the Domestic Share Class Meeting to be held at 10:00 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 and to vote on my/our behalf at the meeting in respect  
of the resolutions as indicated below.

Special Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
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 relevant 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.  (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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010 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 Domestic Shares of the Company registered in your name(s).
- 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 Domestic Share Class Meeting 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." In the absence of any instructions, your proxy may vote or abstain as he thinks fit.** 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 as 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. If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarised.
- In the case of joint holders of any Domestic Shares of 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 Domestic Share Class 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 notarised copy of the power of attorney or other authority, if any, must be lodged at the Company's head office at 10th Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC, no later than 24 hours before the Domestic Share Class Meeting. 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 in person if you so wish. In the event that you attend the Domestic Share Class 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 initiated by the person who signs it.
- Shareholders or their proxies attending the Domestic Share Class Meeting shall be required to present their identification documents.