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If you have sold or transferred all your shares in Wumart Stores, Inc., you should at once hand this circular and the accompanying proxy forms to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale was effected, for transmission to the purchaser or the transferee.

This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Wumart Stores, Inc.



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)

**PROPOSED TRANSFER TO MAIN BOARD LISTING
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The H Share Class Meeting, Domestic Share Class Meeting and the EGM of the Company will be held at 9:30 a.m., 10:00 a.m. and 10:30 a.m. on Tuesday, 13 July 2010, respectively, at the Conference Room, 2nd Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC. Notices of the meetings are set out on pages 11 to 33 of this circular.

Enclosed herewith the reply slips and proxy forms for the Class Meetings and the EGM of the Company. Whether or not you are able to attend the Class Meetings and the EGM of the Company, please complete the enclosed reply slips and proxy forms in accordance with instructions printed thereon and return them to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or the head office of the Company at 10th Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC (in case of Domestic Shareholders) as soon as possible and in any event on or before Wednesday, 23 June 2010 (for the reply slip) or by no later than 24 hours before the time appointed for the holding of the meetings or any adjournments thereof (for the proxy forms). Completion and return of the proxy forms will not preclude you from attending and voting at the meetings or any adjournments thereof in person if you so wish.

26 May 2010

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of directors of the Company
“Class Meetings”	the H Share Class Meeting and Domestic Share Class Meeting
“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, H Shares of which are listed and traded on the GEM
“Company Law”	The Company Law of the People’s Republic of China as amended from time to time
“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 for and credited as fully paid up in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Domestic Share Class Meeting”	the 2010 first domestic share class meeting of the Company to be held at 10:00 a.m. on Tuesday, 13 July 2010
“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 Share Class Meeting”	the 2010 first H share class meeting of the Company to be held at 9:30 a.m. on Tuesday, 13 July 2010

DEFINITIONS

“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
“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 circular, 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
“Transfer to Main Board Listing”	a transfer of listing of H Shares of the Company from GEM to the Main Board



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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)

Executive Directors:

Dr. Wu Jian-zhong
Mr. Zhu You-nong
Madam Xu Ying
Dr. Meng Jin-xian

Legal Address:

Room 5610, 1 Shixingdong Street
Badachu High Tech Park District
Shijingshan District
Beijing, the PRC

Non-executive Directors:

Mr. Wang Jian-ping
Mr. John Huan Zhao

Head Office:

10th Floor, Yuquan Building
3 Shijingshan Road
Shijingshan District
Beijing, the PRC

Independent non-executive Directors:

Mr. Han Ying
Mr. Li Lu-an
Mr. Lu Jiang

Principal Place of Business in Hong Kong:

18th Floor, Edinburgh Tower
The Landmark
15 Queen's Road, Central
Hong Kong

26 May 2010

To the Shareholders

Dear Sir/Madam,

PROPOSED TRANSFER TO MAIN BOARD LISTING
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

A. INTRODUCTION

Reference is made to (i) the announcement of the Company dated 11 May 2010 in relation to the proposed Transfer to Main Board Listing; and (ii) the announcement of the Company dated 19 May 2010 in relation to the proposed amendments to Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information in relation to (i) the proposed Transfer to Main Board Listing; (ii) the proposed amendments to Articles of Association; and (iii) the notices of Class Meetings and EGM.

B. PROPOSED TRANSFER TO MAIN BOARD LISTING

(I) 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.

(II) 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.

(III) 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;

LETTER FROM THE BOARD

- (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.

C. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the proposed Transfer to Main Board Listing and for the purpose of complying with the Main Board Listing Rules, special resolutions will be proposed at the Class Meetings and the EGM by the Company for the Shareholders to consider and approve, inter alia, certain amendments to the Articles of Association.

Subject to the passing of the amendments to the Articles of Association of the Company at the Class Meetings and the EGM, the amendments to the Articles of Association will become effective upon the date of listing of and commencement in dealing of the Company's H Shares on the Main Board. The amendments to the Articles of Association will not become effective if the Company fails to proceed with the proposed Transfer to Main Board Listing, and the existing Articles of Association will continue to be effective.

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

LETTER FROM THE BOARD

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.”

LETTER FROM THE BOARD

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.

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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.”

LETTER FROM THE BOARD

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.”

D. CLASS MEETINGS AND EGM

The H Share Class Meeting, Domestic Share Class Meeting and EGM of the Company will be held at 9:30 a.m., 10:00 a.m. and 10:30 a.m. on Tuesday, 13 July 2010, respectively, at the Conference Room, 2nd Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC to consider and approve the special resolutions relating to the proposed Transfer to Main Board Listing and the proposed amendments to the Articles of Association. Notices of the meetings are set out on pages 11 to 33 of this circular.

Enclosed herewith the reply slips and proxy forms for the Class Meetings and the EGM of the Company. Whether or not you are able to attend the meetings, please complete the enclosed reply slips and proxy forms in accordance with instructions printed thereon and return them to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in case of H Shareholders) or the head office of the Company at 10th Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC (in case of Domestic Shareholders) as soon as possible and in any event on or before Wednesday, 23 June 2010 (for the reply slip) or by no later than 24 hours before the time appointed for the holding of the meetings or any adjournments thereof (for the proxy forms). Completion and return of the proxy forms will not preclude you from attending and voting at the meetings or any adjournments thereof in person if you so wish.

LETTER FROM THE BOARD

In accordance with Rule 17.47(4) of the GEM Listing Rules, all voting by Shareholders at the general meeting shall be conducted by way of poll. Therefore, all special resolutions proposed at the Class Meetings and the EGM shall be voted by way of poll.

The Company shall publish an announcement to notify the Shareholders of the results of the Class Meetings and EGM after the conclusion of such meetings.

E. RECOMMENDATION

The Directors are of the view that the proposed Transfer to Main Board Listing and the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole and, therefore, recommend the Shareholders to vote in favour of the relevant special resolutions to be proposed at the Class Meetings and the EGM.

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

Beijing, the PRC

NOTICE OF H SHARE CLASS MEETING



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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.

NOTICE OF H SHARE CLASS MEETING

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

NOTICE OF H SHARE CLASS MEETING

“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;

NOTICE OF H SHARE CLASS 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.”

NOTICE OF H SHARE CLASS MEETING

- 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.

NOTICE OF H SHARE CLASS MEETING

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

NOTICE OF H SHARE CLASS MEETING

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.

NOTICE OF H SHARE CLASS MEETING

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

NOTICE OF DOMESTIC SHARE CLASS MEETING



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 DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2010 first domestic share class meeting (the “Domestic Share Class Meeting”) of Wumart Stores, Inc. (the “Company”) will 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 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.

NOTICE OF DOMESTIC SHARE CLASS MEETING

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

NOTICE OF DOMESTIC SHARE CLASS MEETING

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;

NOTICE OF DOMESTIC SHARE CLASS 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.”

NOTICE OF DOMESTIC SHARE CLASS MEETING

- 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.

NOTICE OF DOMESTIC SHARE CLASS MEETING

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. Domestic 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 Domestic Share Class Meeting.

NOTICE OF DOMESTIC SHARE CLASS MEETING

2. Each Domestic Shareholder who is entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies in writing to attend and vote at the Domestic 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 Domestic 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 Domestic Shareholders, accompanied by any notarised power of attorney or other documents of authorisation (if any), shall be lodged at the Company's head office no later than 24 hours before the holding of the Domestic Share Class Meeting or any adjournment thereof.
5. Shareholders or their proxies shall be required to present their identification documents when attending the Domestic 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. Domestic Shareholders who wish to attend the Domestic Share Class Meeting should complete the reply slips for the Domestic Share Class Meeting and deliver the completed slips to the Company's head office, 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. Domestic Shareholders or proxies attending the Domestic 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 Domestic Share Class Meeting.
9. Domestic Shareholders or proxies attending the Domestic 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



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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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 08277)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 first extraordinary general meeting (the “EGM”) of Wumart Stores, Inc. (the “Company”) will be held at 10:30 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.

NOTICE OF EGM

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

NOTICE OF EGM

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;

NOTICE OF EGM

- (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.”

NOTICE OF EGM

- 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.

NOTICE OF EGM

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 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

NOTICE OF EGM

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. 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 EGM.
2. 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.
3. The instrument appointing a proxy must be in writing under the hand of the appointer 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 of the shareholder, 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; and proxy forms for Domestic Shareholders, accompanied by any notarised 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 holding of the EGM or any adjournment thereof.
5. Shareholders or their proxies shall be required to present their identification documents when attending the EGM. 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. 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 17M 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 Wednesday, 23 June 2010. Shareholders may return this reply slip to the above address by hand or via post or fax.

NOTICE OF EGM

7. 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 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 EGM.
9. Shareholders or proxies attending the EGM 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