



**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 AGM**  
**to be held on Tuesday, 28 June 2011**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H shares/domestic shares <sup>(Note 2)</sup> of RMB1 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 annual general meeting (the "AGM") to act as my/our proxy to attend the AGM to be held at 10:00 a.m. (Beijing time) on Tuesday, 28 June 2011 at the Conference Room No. 15, 2/F, Empark Grand Hotel, 69 Banjing Road, Haidian District, Beijing, the PRC and to vote on my/our behalf at the meeting in respect of the resolutions as indicated below.

<b>I. As ordinary resolutions:</b>		<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
1.	To consider and approve the audited consolidated financial statements of the Company for the year 2010 and the independent auditor's report thereon.		
2.	To consider and approve the profit distribution proposal of the Company for the year 2010.		
3.	To consider and approve the report of the Board for the year 2010.		
4.	To consider and approve the Company's report of the Supervisory Committee for the year 2010.		
5.	To consider and approve the Management Agreement (2011) entered into between the Company and Wumei Holdings and the proposed annual caps of the continuing connected transactions contemplated thereunder.		
6.	To consider and approve the Company to re-appoint Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu as the Company's domestic and international auditors, respectively, for a term expiring upon the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration in accordance with the actual work performed by the auditors and market conditions.		
7.	To consider and approve, by way of separate resolutions, each of the following resolutions in relation to re-election and election of the Directors.		
	A. To re-elect and re-appoint Dr. Wu Jian-zhong as an executive Director of the fourth session of the Board.		
	B. To re-elect and re-appoint Dr. Meng Jin-xian as an executive Director of the fourth session of the Board.		
	C. To re-elect and re-appoint Madam Xu Ying as an executive Director of the fourth session of the Board.		
	D. To re-elect and re-appoint Mr. Wang Jian-ping as a non-executive Director of the fourth session of the Board.		
	E. To re-elect and re-appoint Mr. John Huan Zhao as a non-executive Director of the fourth session of the Board.		
	F. To re-elect and re-appoint Madam Ma Xue-zheng as a non-executive Director of the fourth session of the Board.		
	G. To re-elect and re-appoint Mr. Han Ying as an independent non-executive Director of the fourth session of the Board.		
	H. To re-elect and re-appoint Mr. Li Lu-an as an independent non-executive Director of the fourth session of the Board.		
	I. To re-elect and re-appoint Mr. Lu Jiang as an independent non-executive Director of the fourth session of the Board.		
	J. To elect and appoint Dr. Yu Jian-bo as an executive Director of the fourth session of the Board.		
	K. To elect and appoint Mr. James Wong as an independent non-executive Director of the fourth session of the Board.		

8.	To consider and approve the remuneration of the Directors.		
9.	To consider and approve, by way of separate resolutions, each of the following resolutions in relation to re-election and re-appointment of the Supervisor(s).		
	A. To re-elect and re-appoint Mr. Fan Kui-jie as an independent Supervisor of the fourth session of the Supervisory Committee.		
	B. To re-elect and re-appoint Ms. Xu Ning-chun as an independent Supervisor of the fourth session of the Supervisory Committee.		
10.	To consider and approve the remuneration of the Supervisors.		
<b>II. As special resolutions:</b>			
11.	To consider and approve the Company to issue additional H shares and additional domestic shares in the capital of the Company and to grant the Board a general mandate for the issue of additional shares subject to the conditions set out in this resolution.		
12.	To consider and approve the Company to issue in the PRC a short-term financing bills in the aggregate principal amount of up to 40% of the net asset value of the Company as at the end of 2010.		
<b>III. To consider and approve provisional resolutions (if any) proposed in writing to the Company by any shareholder(s) holding in aggregate of 5% or more in the Company's voting shares.</b>			

Dated this day of \_\_\_\_\_ 2011 Signature<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert full name(s) and address(es) as recorded in the register of members in BLOCK LETTERS.
2. Please indicate the number of shares of the Company registered in your name(s) (including Domestic Shares and H Shares).
3. 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 AGM 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.
4. **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.
5. 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.
6. In the case of joint holders of any 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 AGM, 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.
7. This form of proxy together with a notarised copy of the power of attorney or other authority, if any, must 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, in case of holders of H shares, or the Company's head office at 10th Floor, Yuquan Building, 3 Shijingshan Road, Shijingshan District, Beijing, the PRC, in case of holders of domestic shares, no later than 24 hours before the AGM. This form of proxy may be returned by hand or by post.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. In the event that you attend the AGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
9. Each alteration made to this form of proxy must be initialed by the person who signs it.
10. Shareholders or their proxies attending the AGM shall be required to present their identification documents.