

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Main Board Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*



**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 on GEM: 08277)**

**(Stock Code on Main Board: 01025)**

**TRANSFER OF LISTING**  
**FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD**  
**OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

The Board is pleased to announce that, an application had been made by the Company to the Stock Exchange on 5 May 2011 for the transfer of listing of, and permission to deal in 536,568,000 H Shares in issue from GEM to the Main Board and for the delisting from GEM and an approval-in-principle has been granted by the Stock Exchange on 21 June 2011. The Company has previously obtained the approval from the CSRC on 3 May 2011 for the Company's application for the Transfer of Listing.

The last day of dealings in the H Shares on GEM will be 29 June 2011 and dealings in the H Shares on the Main Board (Stock Code: 01025) will commence at 9:00 a.m. on 30 June 2011.

Reference is made to the announcement of the Company dated 5 May 2011 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules.

## **TRANSFER OF THE LISTING OF THE H SHARES FROM GEM TO THE MAIN BOARD**

On 5 May 2011, an application had been made by the Company to the Stock Exchange for the transfer of listing of, and permission to deal in 536,568,000 H Shares in issue on the Main Board and for the delisting from GEM by way of Transfer of Listing. An approval-in-principle has been granted by the Stock Exchange on 21 June 2011 pursuant to Rule 9A.09 (6) of the Main Board Listing Rules for the H Shares to be listed on the Main Board and de-listed from GEM. The Company has previously obtained the approval from the CSRC on 3 May 2011 for the Company's application for the Transfer of Listing.

The pre-conditions for the Transfer of Listing from GEM to the Main Board as set out in the Main Board Listing Rules have been fulfilled in relation to the Company and its H Shares.

### **REASONS FOR THE TRANSFER OF LISTING**

The Company is principally engaged in the operation of retail chains of supermarkets. Since the listing of the Company on the Stock Exchange, not only the business of the Company has been growing gradually, but also the image of the Company is increasingly recognized by the public.

The Directors believe that the listing of the H Shares of the Company on the Main Board will further enhance the profile of the Group, bring the in-depth attention and recognition of key industry analysts and public investors (including institutional investors), broaden the base of Shareholders (including institutional investors), and improve the liquidity of the H Shares. The Directors believe that the listing of the H Shares of the Company on the Main Board will be beneficial to the financial flexibility and business development of the Group as a whole.

As at the date of this announcement, no plan of change in nature of business of the Company following the Transfer of Listing is contemplated by the Directors. The Transfer of Listing will not involve any issue of new H Shares of the Company.

### **DEALINGS IN THE H SHARES ON THE MAIN BOARD**

The H Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 21 November 2003, the date of listing on the Stock Exchange. Subject to the continued compliance with the stock admission requirements of HKSCC, the H Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the H Shares of the Company on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

The last day of dealings in the H Shares on GEM will be 29 June 2011 and dealings in the H Shares on the Main Board (Stock Code: 01025) will commence at 9:00 a.m. on 30 June 2011.

The Transfer of Listing will have no effect on the existing share certificates in respect of the H Shares of the Company. No change will be made to the existing share certificates, the board lot size, the trading currency and the share registrar of the H Shares in connection with the Transfer of Listing. The board lot size of the H Shares of the Company shall still be 1,000 each and Computershare Hong Kong Investor Services Ltd. shall remain as the Company's H Share registrar in Hong Kong after the Transfer of Listing. The existing share certificates for the H Shares held by the Shareholders will continue to be good evidence of legal title for trading, settlement and registration purposes.

## **COMPETING INTERESTS**

### **Overview**

The core businesses of the Group are the retail chain operation of superstores, mini-marts (convenience stores), supermarkets and other retail business (the “Core Businesses”). Currently, the Group operates its Core Businesses in Beijing, Tianjin and Zhejiang.

Wumei Holdings is the controlling shareholder of the Company. As at the date of this announcement, Wumei Holdings Group is principally engaged in the operation of Competing Businesses in Tianjin, Shanghai, Jiangsu and Yinchuan.

### **Shanghai, Jiangsu and Yinchuan**

As disclosed in the Prospectus of the Company, Wumei Holdings Group have been operating Competing Businesses in Shanghai and Jiangsu and other cities prior to the listing of the Company on the Stock Exchange. Since 24 April 2008, Wumei Holdings has been involved in the operation of Competing Businesses in Yinchuan through the acquisition of equity interests in Xinhua Department Store from the Company (please refer to the announcement of the Company dated 23 January 2008 for details).

In line with its strategy of regional development, the Company has no immediate plan to commence operation of its Core Businesses in Shanghai, Jiangsu and Yinchuan as at the date of this announcement. As a result, the Directors are of the view that Competing Businesses of Wumei Holdings Group in Shanghai, Jiangsu and Yinchuan do not constitute direct and immediate competition against the Group due to geographic distance.

### **Tianjin**

As at the date of this announcement, Wumei Holdings operate Competing Businesses through 6 Tianjin Affiliates which it directly or indirectly holds equity interests in. As disclosed in the announcement of the Company dated 6 December 2004, the Company decided not to invest in the Tianjin Affiliates due to the lack of proper land or property titles of the stores owned by the Tianjin Affiliates. As at the date of this announcement, the Company operates a total of 14 supermarkets while the Tianjin Affiliates operate a total of 38 mini-marts in Tianjin. Most of the supermarkets operated by the Company are located outside the city centre of Tianjin while most of the mini-marts operated by Wumei Holdings are located in the city centre of Tianjin. There is no material overlap in the location of Tianjin between the Competing Businesses of Wumei Holdings Group and the Core Businesses of the Group.

Operating revenue and net loss of the Competing Businesses in Tianjin for the year ended 31 December 2010 was RMB153,933,308.74 and RMB855,243.66, respectively. Revenue generated from the Competing Businesses is relatively small as compared with that generated from the Core Businesses of the Group in Tianjin and is approximately 10% of the revenue of the Group in Tianjin. In addition, the Company, Wumei Holdings and the Tianjin Affiliates entered into relevant entrusted operation and management agreements so that the Company is authorized to provide merchandise supply, distribution and management services for the Competing Businesses owned by the Tianjin Affiliates.

Wumei Holdings and the Tianjin Affiliates entered into an entrusted operation and management agreement with the Company on 12 November 2004, pursuant to which the Company was authorized to operate the Competing Businesses of Wumei Holdings Group in Tianjin and to provide merchandise supply, distribution and management services for the

Tianjin Affiliates. The Company, Wumei Holdings and the Tianjin Affiliates renewed such agreement on 24 October 2007. On 29 November 2010 and on 5 May 2011, the Company and Wumei Holdings entered into the “Entrusted Operation and Management Agreement 2010” and “Entrusted Operation and Management Agreement 2011” respectively, pursuant to which the Company and its subsidiaries will continue to provide supply and delivery of merchandise and management services to Wumei Holdings and its subsidiaries, please refer to the announcements of the Company dated 29 November 2010 and 5 May 2011 for details.

### **Arrangements in respect of the Non-competition Agreement between the Company and Wumei Holdings Group**

The Company entered into the Non-competition Agreement with Wumei Holdings on 29 October 2003, pursuant to which Wumei Holdings undertakes:

- (a) not to invest in or operate any Competing Businesses in regions where the Group operates, unless all of the following three conditions are satisfied:
  - (i) the Company is prohibited from operating or owning such businesses due to material legal obstacles imposed by applicable laws;
  - (ii) the consent from more than one-half of the independent non-executive Directors of the Company has been obtained; and
  - (iii) the Competing Businesses have been entrusted to be operated and managed by the Company under the entrusted operation and management agreement entered into with the Company on 29 October 2003.
- (b) to notify the Company of any business opportunity in the regions where the Group has operated its Core Businesses that competes or may compete with the Core Businesses immediately upon becoming aware of such business opportunities and use its best endeavors to procure that such business opportunities are offered to the Group; and
- (c) to irrevocably grant the following rights to the Company: (i) a call option, from time to time, to acquire any equity interest, asset and business in any Competing Businesses of Wumei Holdings and/or its associates based on the value as appraised by an appraisal institution qualified under the applicable laws and regulations and approved by the Company (“Fair Market Value”); and (ii) a first right of refusal to purchase at Fair Market Value any equity interest, asset or business in any Competing Businesses to be disposed of by Wumei Holdings and/or its associates.

Based on the above, the Group plans to purchase the equity interest, asset and business in the Competing Businesses of Wumei Holdings and/or its associates in Tianjin at Fair Market Value pursuant to the call option granted under the Non-competition Agreement once the legal issues of land or property titles of the relevant stores owned by the Tianjin Affiliates are resolved. It is uncertain when the legal issues of land or property titles of the relevant stores can be resolved since it is subject to the original owners of the land or property, being the other shareholder (other than Wumei Holdings) of each of the Tianjin Affiliates, to solve the legal issues. The Group will purchase equity interests, assets and businesses in the Competing Businesses of Wumei Holdings and/or its associates in Shanghai, Jiangsu and Yinchuan when it plans to commence its Core Businesses in the aforesaid regions in future.

The Directors have confirmed that the Group and Wumei Holdings Group have operated in strict compliance with the Non-competition Agreement since the date of the execution and have avoided competition in the same business to their fullest extent.

Save as disclosed above, none of Wumei Holdings, the Directors of the Company or their respective associates has an interest in any business which competes, either directly or indirectly, with the business of the Group.

Dr. Wu Jian-zhong and Mr. Wang Jian-ping, being the Directors of the Company, are also directors of Wumei Holdings. Such Directors will abstain from voting in the relevant Board meetings of the Company when they have material interests in the transactions to be entered into between the Group and Wumei Holdings Group.

#### **WAIVER FROM STRICT COMPLIANCE WITH THE MAIN BOARD LISTING RULES**

Pursuant to Rule 8.12 of the Main Board Listing Rules, a new applicant applying for a listing on the Main Board of the Stock Exchange must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. In addition, Rule 19A.15 of the Main Board Listing Rules also provides that the requirements under Rule 8.12 shall apply to PRC issuers (as defined in the Main Board Listing Rules) except as otherwise permitted by the Stock Exchange in its discretion.

Since the business operations of the Company are located, managed and conducted in the PRC, all the executive Directors and all the members of the senior management of the Company are and will therefore be expected to continue to be based in the PRC. The Company does not have, and does not contemplate in the foreseeable future that it will have sufficient management presence in Hong Kong for the purposes of satisfying the requirements under Rule 8.12 of the Main Board Listing Rules and thus the Company applied to the Stock Exchange for a waiver from strict compliance with the requirement under Rule 8.12 of the Main Board Listing Rules.

The Company has received from the Stock Exchange a waiver from strict compliance with Rule 8.12 of the Main Board Listing Rules subject to conditions which shall continue to be implemented to maintain regular and effective communication with the Stock Exchange.

#### **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be made available for inspection on the websites of the Company at <http://www.wumart.com> and the Stock Exchange at <http://www.hkexnews.hk>:

- (a) the articles of association of the Company;
- (b) the annual report of the Company for the year ended 31 December 2010;
- (c) the first quarterly report of the Company for the three months ended 31 March 2011;
- (d) the interim report of the Company for the six months ended 30 June 2010;
- (e) the third quarterly report of the Company for the nine months ended 30 September 2010;
- (f) the circular of the Company dated 26 May 2010 with respect to the proposed transfer of Main Board Listing and proposed amendments to articles of association;

- (g) the circular of the Company dated 26 March 2010 with respect to the notice of 2009 annual general meeting and closure of register of members; and
- (h) each of the announcements and other corporate communication made by the Company as required under the GEM Listing Rules and the Main Board Listing Rules.

The Company does not intend to continue quarterly reporting of the financial statements or reports after it successfully lists on the Main Board.

## **BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS**

The biographical details of the current Directors and Supervisors are disclosed as follows:

### **Executive Directors**

**Dr. Wu Jian-zhong (吳堅忠)**, aged 53, chairman of the Company. Dr. Wu graduated from Fuzhou University (福州大學) in July 1982 with a bachelor's degree in engineering. He obtained his doctorate in engineering from the Institute of Automation, Chinese Academy of Sciences (中國科學院自動化研究所) in December 1989. He pursued post-doctoral research at the University of Michigan in the United States from 1993 to 1994. Dr. Wu joined Wumei Holdings as the vice president in October 1994 and was in charge of automation software and enterprise planning. Since 9 August 2000, Dr. Wu has served as the Director, vice chairman and vice president of the Company. Since November 2006, he has served as the chairman of the Company. Dr. Wu is serving as directors in relevant subsidiaries of the Company. Dr. Wu is also the chairman of Wumei Holdings and Wangshang Shijie E-business.

As at the date of this announcement, Dr. Wu is indirectly interested in 160,457,744 Domestic Shares through Wangshang Shijie E-business; Dr. Wu indirectly holds 3.86% of the share capital of Wumei Holdings through Beijing Zhongsheng Huate Technology Company Limited.

Save as disclosed above, Dr. Wu does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, Dr. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Wu has entered into a service contract with the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. Pursuant to the service contract, Dr. Wu will not receive remuneration in his capacity as the executive Director from the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Dr. Wu that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Mr. Zhu You-nong (朱幼農)**, aged 58, executive Director and president of the Company. Mr. Zhu obtained his college diploma (majoring in Chinese Language) through the Beijing Higher Education Self-study Examination (北京市高等教育自學考試) in December 1985 and was conferred the technical title of engineer by China Association for Science and Technology (中國科學技術協會) in September 1996. From December 1992 to September 2004, he served as the chairman of Beijing Duo Ling Duo Investment Company Limited. Since October 2000, Mr.

Zhu has been the president of Beijing MerryMart Chainstores Development Co., Ltd. (北京美廉美連鎖商業有限公司). Since October 2007, Mr. Zhu has been the president of the Company. Since 13 November 2009, he has served as the executive Director of the Company.

Save as disclosed above, Mr. Zhu does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Zhu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhu has entered into a service contract with the Company for a term from 13 November 2009 to the conclusion of the 2010 annual general meeting of the Company. Pursuant to the service contract, Mr. Zhu will not receive remuneration in his capacity as the executive Director for the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Zhu that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Dr. Meng Jin-xian (蒙進暹)**, aged 54, executive Director and vice president of the Company. Dr. Meng graduated from China Mining University (中國礦業大學) in December 1981 with a bachelor's degree in engineering. He obtained a master's degree in engineering in July 1987 from China Mining University (中國礦業大學) and obtained a doctorate from the Beijing University of Science and Technology (北京科技大學) in July 1994. From April 1994 to June 1997, Dr. Meng served as the general manager of Beijing International Business Federation Enterprise Development Co. Ltd.. Dr. Meng served as the vice president of Wumei Holdings from June 1997 until August 2000, and was mainly responsible for business development and operations. He has been the vice president of the Company since August 2000 and is mainly responsible for the operation management and procurement and logistics management. Since 28 November 2002, he has served as the Director of the Company and is responsible for standard keeping, new business development and operations of the Group. Dr. Meng is serving as the directors in relevant subsidiaries of the Company. In addition, Dr. Meng has been serving as the director of Xinhua Department Store since April 2008 and has been serving as the chairman of Xinhua Department Store since December 2010.

As at the date of this announcement, Dr. Meng is indirectly interested in 48,251,528 Domestic Shares through Beijing Junhe Investment Co., Ltd. and Beijing Hekang Youlian Technology Co., Ltd..

Save as disclosed above, Dr. Meng does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, Dr. Meng does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Meng has entered into a service contract with the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. Pursuant to the service contract, Dr. Meng will not receive remuneration in his capacity as the executive Director from the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Dr. Meng that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Madam Xu Ying (徐瑩)**, aged 46, executive Director, vice president and chief financial officer of the Company. She graduated from Tianjin University (天津大學) in July 1985 with a bachelor's degree in arts. She obtained a master's degree in business administration from the Meinders School of Business of Oklahoma City University in the United States in May 2002. She worked in Tianjin International Trust and Investment Corporation as an investment manager from August 1987 to July 2001, and served as a director and vice president of LG Company, a joint venture established by Tianjin International Trust and Investment Corporation from October 1996 to July 2001. Since August 2001, she has been the associate professor of Tianjin University of Finance and Economics (天津財經大學), conducting teaching and research on business logistics and supply chain management. Madam Xu joined the Company in October 2004 and has served as chief financial officer and vice president since then. Since 28 June 2007, she has served as the executive Director of the Company. Madam Xu is serving as directors in relevant subsidiaries of the Company.

Save as disclosed above, Madam Xu does not hold any directorship in any other listed company during the past three years nor does she have any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Madam Xu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Madam Xu has entered into a service contract with the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. Pursuant to the service contract, Madam Xu will not receive remuneration in her capacity as the executive Director from the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Madam Xu that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

#### **Non-executive Directors**

**Mr. Wang Jian-ping (王堅平)**, aged 47, non-executive Director and vice chairman of the Company. Mr. Wang graduated from China University of Political Science and Law (中國政法大學) in July 1985 with a bachelor's degree in law. He also obtained his master's degree in law in July 1988 from the same university. Mr. Wang is currently a director of Wumei Holdings. From September 1994 to July 1997, Mr. Wang was the assistant to the investment president of Beijing CAST Technology Investment Company Limited (北京卡斯特科技投資有限公司). He was the vice president of the Company from August 2000 to May 2002 and was in charge of legal matters, work projects and development. He has served as the Director of the Company since 28 November 2002. Since November 2006, he has served as the vice chairman of the Company. Mr. Wang is also serving as directors in relevant subsidiaries of the Company.

As at the date of this announcement, Mr. Wang indirectly holds 3.09% of the share capital of Wumei Holdings through Beijing Jingxi Guigu Technology Company Limited.



Save as disclosed above, Mr. Wang does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang has accepted the appointment letter offered by the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. Pursuant to his appointment letter, Mr. Wang will not receive remuneration in his capacity as the non-executive Director from the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Wang that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Madam Ma Xue-zheng (馬雪征)**, aged 58, non-executive Director of the Company. Madam Ma graduated from the Capital Normal University (首都師範大學) (formerly known as Beijing Normal University (北京師範學院)) in July 1976. Madam Ma joined Lenovo Group Limited (“Lenovo Group”) as the executive director since 1997 and as chief financial officer since 2000. Madam Ma has been the non-executive vice chairman of Lenovo Group Limited since May 2007. From September 2003 to April 2007, Madam Ma was the director of Sohu.com Inc., a NASDAQ listed company. From December 2007 to May 2010, Madam Ma was a director of Shenzhen Development Bank Co., Ltd. From September 2007 to February 2011, she served as a partner and joint-chairman for Greater China region in TPG Capital and she was primarily responsible for investments in the Greater China region. Madam Ma served as the non-executive director at Daphne International Holdings Limited from June 2009 to April 2011. Since June 2009, she has been a member of the Listing Committee of the Stock Exchange. Since 3 June 2010, Madam Ma has served as the non-executive Director of the Company.

Save as disclosed above, Madam Ma does not hold any directorship in any other listed company during the past three years nor does she has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Madam Ma does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Madam Ma accepted an appointment letter offered by the Company for a term from 3 June 2010 to the conclusion of the 2010 annual general meeting of the Company. Pursuant to her appointment letter, Madam Ma will not receive remuneration in her capacity as the non-executive Director from the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Madam Ma that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Mr. John Huan Zhao (趙令歡)**, aged 47, non-executive Director of the Company. Mr. Zhao graduated from Nanjing University (南京大學) in July 1984 with a bachelor’s degree in physics. He obtained master’s degrees in electrical engineering and physics from Northern Illinois University in the United States in 1987 and a master’s degree in business administration from the Kellogg Graduate School of Management at Northwestern

University in the United States in June 1996. Mr. Zhao has been the director of Hony Capital (Beijing) Co., Ltd., and senior vice president and director of Legend Holdings Limited since October 2004 and is in charge of the private equity investment and management business of Legend Holdings Limited. Mr. Zhao has been the non-executive director of China Glass Holdings Limited since November 2004, the executive director of China Pharmaceutical Group Limited since December 2008, the independent director of Gemdale Corporation, a PRC listed company, since April 2008 and the director of Simcere Pharmaceutical Group (a New York listed company) since August 2006, respectively. Since 13 November 2009, Mr. Zhao has served as the non-executive Director of the Company.

Save as disclosed in this announcement, Mr. Zhao does not hold any directorship in any other listed companies during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Zhao does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhao accepted an appointment letter offered by the Company for a term from 13 November 2009 to the conclusion of the 2010 annual general meeting of the Company. Pursuant to his appointment letter, Mr. Zhao will not receive remuneration in his capacity as the non-executive Director from the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Zhao that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

#### **Independent Non-executive Directors**

**Mr. Han Ying (韓英)**, aged 76, independent non-executive Director of the Company. Mr. Han graduated from China Mining University (中國礦業大學) (formerly known as the Beijing Institute of Mines (北京礦業學院)) in June 1962 with a bachelor's degree in mining. From August 1991 to October 1995, he was the deputy minister of the Ministry of Coal Mining of the PRC and deputy general manager of China Tongpei Coal Mine Corporation (中國統配煤礦總公司). From October 1995 to June 2000, Mr. Han was the vice chairman and general manager of Shenhua Group Corporation Limited. Mr. Han has also held various positions, such as a member of the 5th Standing Committee of the Chinese People's Political Consultative Conference, a member of the 8th and 9th Chinese People's Political Consultative Conference and a representative of the 10th, 11th and 12th National Congress of the Communist Party of China. Since 15 July 2003, Mr. Han has served as the independent non-executive Director of the Company.

Save as disclosed above, Mr. Han does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Han does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Han accepted an appointment letter offered by the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. As approved by the general meeting, Mr. Han's remuneration is RMB60,000 (before tax) per annum, which is determined based on his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Han that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Mr. Li Lu-an (李祿安)**, aged 67, independent non-executive Director of the Company. Mr. Li graduated from Shandong University (山東大學) in August 1966. From August 1996 to March 2004, he was the Chairman of CITS Group Corporation and the general manager of the CITS head office and the part-time professor of China Tourism College (中國旅遊學院). Since 24 September 2004, Mr. Li has served as the independent non-executive Director of the Company.

Mr. Li has been the independent director of Shaanxi Jinye Science Technology and Education Co., Ltd. (陝西金葉科教集團股份有限公司) since September 2006.

Save as disclosed in this announcement, Mr. Li does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Li accepted an appointment letter offered by the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. As approved by the general meeting, Mr. Li's remuneration is RMB60,000 (before tax) per annum, which is determined based on his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Li that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Mr. Lu Jiang (呂江)**, aged 54, independent non-executive Director of the Company. Mr. Lu has extensive experience in accounting, audit and other management aspects. He has been the chairman of the board of directors of China Yongtuo Consulting & Management Group Limited. (中國永拓諮詢管理集團股份有限公司), general manager and principal accountant of Beijing Yongtuo Certified Public Accountants Co., Ltd. and chairman of Beijing Yongtuo Engineering Co., Ltd. since 1999. Mr. Lu is also a committee member of the Chinese Institute of Certified Public Accountants and a committee member of Beijing Certified Public Accountants Association and chief supervisor of the Beijing Afforestation Foundation. Since 24 September 2004, he has served as the independent non-executive Director of the Company. Mr. Lu is a certified public accountant in the PRC and he is one of the senior members of first batch of the Chinese Institute of Certified Public Accountants.

Save as disclosed in this announcement, Mr. Lu does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Lu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Lu accepted an appointment letter offered by the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. As approved by the general meeting, Mr. Lu's remuneration is RMB60,000 (before tax) per annum, which is determined based on his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Lu that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

## **Supervisors**

### *Independent Supervisors*

**Mr. Fan Kui-jie (范奎傑)**, aged 47, chairman of the supervisory committee of the Company. Mr. Fan graduated from Business Management School of Xi'an Jiaotong University (西安交通大學管理學院) with a master's degree in engineering in June 1991. Since December 2007, Mr. Fan has been the chairman of Beijing Yinxin Guanghua Real Estate Development Co., Ltd.. Since 28 November 2002, he has served as the independent Supervisor of the Company.

Save as disclosed in this announcement, Mr. Fan does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Fan does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Fan accepted an appointment letter offered by the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. Mr. Fan's remuneration is RMB36,000 (before tax) per annum which is determined based on his duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Fan that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

**Madam Xu Ning-chun (許寧春)**, aged 47, independent Supervisor of the Company. Madam Xu graduated from Beijing Technology and Business University (北京工商大學) (formerly known as the College of Commerce, Beijing (北京商學院)) in July 1986 with a bachelor's degree in economics. Madam Xu currently is a PRC certified public accountant and a PRC registered assets valuer. She has been the general manager of Beijing Dingge Capital Assessment Co., Ltd. (北京鼎革資產評估有限責任公司) since July 1998. Since 15 July 2003, she has served as the independent Supervisor of the Company.

Save as disclosed above, Madam Xu does not hold any directorship in any other listed company during the past three years nor does she has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Madam Xu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Madam Xu accepted an appointment letter offered by the Company for a term from 26 June 2008 to the conclusion of the 2010 annual general meeting of the Company. Madam Xu's remuneration is RMB36,000 (before tax) per annum which is determined based on her duties and responsibilities in the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Madam Xu that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

#### *Employee Representative Supervisor*

**Mr. Zhang Zheng-yang (張正洋)**, aged 36, employee representative Supervisor of the Company. Mr. Zhang graduated from Beijing Institute of Technology (北京理工大學) in July 1998 with a bachelor's degree in mechanical and electronic engineering. Mr. Zhang was the manager of the information department of Beijing Wumart Supermarket Commercial Management Company Limited from February 2000 to August 2003 and controller of the information centre of Beijing MerryMart Chainstores Development Co., Ltd. ("MerryMart") from May 2006 to February 2008. He has been the controller of the information centre of the Company since March 2008 and is also the deputy general manager of MerryMart since July 2010. On 21 September 2010, Mr. Zhang was elected as the employee representative Supervisor of the Company.

Save as disclosed above, Mr. Zhang does not hold any directorship in any other listed company during the past three years nor does he has any relationship with any of the Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang accepted an appointment letter offered by the Company for a term from 21 September 2010 to the conclusion of the 2010 annual general meeting of the Company. Mr. Zhang will not receive remuneration in his capacity as an employee representative Supervisor from the Company.

Save as disclosed above, the Board is not aware of any other matter concerning Mr. Zhang that needs to be brought to the attention of the Shareholders or is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Main Board Listing Rules.

#### **DEFINITIONS**

"associate(s)"	as ascribed under the Main Board Listing Rules and GEM Listing Rules
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC

“Company”	Wumart Stores, Inc., a company incorporated in the People’s Republic of China with limited liability and the H Shares of which are listed on GEM
“Competing Businesses”	the businesses of Wumei Holdings Group which directly or indirectly competes or may competes with Core Businesses
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Shares”	the domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and paid up in RMB
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign invested share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for and traded in Hong Kong dollars
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Committee”	the listing committee of the board of directors of the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) 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
“Non-competition Agreement”	the non-competition agreement dated 29 October 2003 entered into between the Company and Wumei Holdings and Wangshang Shijie E-business
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus of the Company dated 11 November 2003
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

“Shareholder(s)”	holder(s) of the H Shares and Domestic Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Tianjin Affiliate(s)”	Collectively or any one of the following companies: Tianjin Hedong Wumart Trading Co., Ltd., Tianjin Hebei Wumart Convenience Stores Co., Ltd., Tianjin Hezuo Wumart Trading Co., Ltd., Tianjin Nankai Shidai Wumart Commerce Co., Ltd., Tianjin Hongqiao Wumart Convenience Stores Co., Ltd. and Tianjin Wumart Huaxu Commerce Development Co., Ltd.
“Transfer of Listing”	the transfer of listing of the H Shares from GEM to the Main Board pursuant to the Main Board Listing Rules
“Wangshang Shijie E-business”	Beijing Wangshang Shijie E-business Co., Ltd. (北京網商世界電子商務有限公司), one of the promoters of the Company
“Wumei Holdings”	Wumei Holdings, Inc. (物美控股集團有限公司), controlling shareholder of the Company
“Wumei Holdings Group”	Wumei Holdings and its subsidiaries, excluding the Group
“Xinhua Department Store”	Yinchuan Xinhua Department Store Company Limited, a joint stock limited company incorporated under the laws of the PRC, the A shares of which are listed on the Shanghai Stock Exchange
“%”	percentage

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

Beijing, the PRC  
22 June 2011

*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, Madam Ma Xue-zheng 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).*