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*This announcement, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to Wumart Stores, Inc. 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 facts the omission of which would make any content in 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: 08277)**

**POLL RESULTS OF 2010 ANNUAL GENERAL MEETING  
HELD ON 28 JUNE 2011  
AND  
APPOINTMENT OF MEMBERS OF THE FOURTH SESSION OF THE  
BOARD AND SUPERVISORY COMMITTEE**

The Board is pleased to announce that all of the resolutions set out in the notice of AGM were duly passed at the AGM held on 28 June 2011.

Reference is made to the Company's notice of AGM dated 12 May 2011 (the "Announcement"). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement. The Board is pleased to announce that all of the resolutions set out in the notice of AGM were duly passed by way of poll at the AGM held on 28 June 2011.

**POLL RESULTS OF AGM**

All of the resolutions set out in the notice of AGM were passed by way of poll at the 2010 AGM held at the Conference Room No. 15, 2/F, Empark Grand Hotel, 69 Banjing Road, Haidian District, Beijing, the PRC on 28 June 2011.

As at the date of the AGM, the total number of shares in issue of the Company was 1,281,274,116, comprising 744,706,116 Domestic Shares and 536,568,000 H Shares.

The poll results of AGM were as follows:

I	As Ordinary Resolutions	Number of Votes (% of effective voting rights)	
		For	Against
1	To consider and approve the audited consolidated financial statements of the Company for the year 2010 and the independent auditor's report thereon.	1,157,074,732 (100%)	Nil (0%)
2	To consider and approve the profit distribution proposal of the Company for the year 2010.	1,157,098,732 (100%)	Nil (0%)
3	To consider and approve the report of the Board for the year 2010.	1,157,074,732 (100%)	Nil (0%)
4	To consider and approve the Company's report of the Supervisory Committee for the year 2010.	1,157,074,732 (100%)	Nil (0%)
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.	659,141,804 (100%)	Nil (0%)
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.	1,157,098,732 (100%)	Nil (0%)
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.	1,150,857,210 (99.46%)	6,241,522 (0.54%)
	B. To re-elect and re-appoint Dr. Meng Jin-xian as an executive Director of the fourth session of the Board.	1,154,708,882 (99.79%)	2,389,850 (0.21%)
	C. To re-elect and re-appoint Madam Xu Ying as an executive Director of the fourth session of the Board.	1,154,708,882 (99.79%)	2,389,850 (0.21%)
	D. To re-elect and re-appoint Mr. Wang Jian-ping as a non-executive Director of the fourth session of the Board.	1,154,708,882 (99.79%)	2,389,850 (0.21%)
	E. To re-elect and re-appoint Mr. John Huan Zhao as a non-executive Director of the fourth session of the Board.	1,154,708,882 (99.79%)	2,389,850 (0.21%)
	F. To re-elect and re-appoint Madam Ma Xue-zheng as a non-executive Director of the fourth session of the Board.	1,154,708,882 (99.79%)	2,389,850 (0.21%)
	G. To re-elect and re-appoint Mr. Han Ying as an independent non-executive Director of the fourth session of the Board.	1,156,092,232 (99.91%)	1,006,500 (0.09%)
	H. To re-elect and re-appoint Mr. Li Lu-an as an independent non-executive Director of the fourth session of the Board.	1,156,092,232 (99.91%)	1,006,500 (0.09%)
	I. To re-elect and re-appoint Mr. Lu Jiang as an independent non-executive Director of the fourth session of the Board.	1,156,092,232 (99.91%)	1,006,500 (0.09%)
	J. To elect and appoint Dr. Yu Jian-bo as an executive Director of the fourth session of the Board.	1,154,708,882 (99.79%)	2,389,850 (0.21%)
	K. To elect and appoint Mr. Wang Jun-yan as an independent non-executive Director of the fourth session of the Board.	1,155,493,132 (99.86%)	1,605,600 (0.14%)

I	As Ordinary Resolutions	Number of Votes (% of effective voting rights)	
		For	Against
8	To consider and approve the remuneration of the Directors.	1,157,074,732 (100%)	Nil (0%)
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.	1,157,074,732 (100%)	Nil (0%)
	B. To re-elect and re-appoint Ms. Xu Ning-chun as an independent Supervisor of the fourth session of the Supervisory Committee.	1,157,074,732 (100%)	Nil (0%)
10	To consider and approve the remuneration of the Supervisors.	1,157,074,732 (100%)	Nil (0%)
II	As Special Resolutions		
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.	826,390,998 (71.42%)	330,707,734 (28.58%)
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.	1,156,263,732 (99.93%)	811,000 (0.07%)

The number of shares entitling the holders to attend the AGM and vote for or against the resolutions (except resolution no. 5) was 1,281,274,116, and the number of shares entitling the holders to vote against the resolutions only was nil.

Pursuant to the GEM Listing Rules, resolution no. 5 as set out in the notice to shareholders, requires the approval of the independent shareholders. Wumei Holdings, a connected person, and its associates have abstained from voting in respect of this ordinary resolution at the AGM. Accordingly, the number of shares entitling the holders to vote for or against resolution no. 5 at the AGM was 781,966,188, and the number of shares entitling the holders to vote against the resolutions only was nil.

As no provisional resolution has been proposed by any Shareholders, there was no voting in respect of this resolution.

As more than one-half of the effective votes (in respect of each of the ordinary resolutions) and more than two-thirds of the effective votes (in respect of each of the special resolutions) attaching to the shares held by the Shareholders of the Company present in person or by proxy at the AGM were cast in favour of each of the above resolutions respectively, all such resolutions set out in the notice were duly passed.

Messrs. Deloitte Touche Tohmatsu, the auditor of the Company, acted as the scrutineer and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an audit in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

## **BIOGRAPHICAL DETAILS OF MEMBERS OF THE FOURTH SESSION OF THE BOARD**

By way of separate resolutions, the appointment of the following persons as members of the fourth session of the Board of Directors of the Company was considered and approved on the AGM, for a term from the conclusion of the 2010 AGM to the conclusion of the 2013 annual general meeting.

Biographical details of the Directors are as follows:

### **Executive Directors**

Dr. Wu Jian-zhong, aged 53, Chairman of the Company. Dr. Wu obtained his bachelor's degree in engineering at Fuzhou University in July 1982 and Ph.D. degree in engineering at the Institute of Automation, Chinese Academy of Sciences 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 in October 1994 and served as a Vice President, responsible for automation software and planning. He served as a Director, Vice Chairman and Vice President of the Company since August 2000. Since November 2006, Dr. Wu has acted as the Chairman of the Company. Dr. Wu serves as a director in relevant subsidiaries of the Company. In addition, Dr. Wu is currently the Chairman of Wumei Holdings and Wangshang Shijie E-business.

Dr. Meng Jin-xian, aged 54, Executive Director and Vice President of the Company. Dr. Meng earned his bachelor's degree in engineering at the China University of Mining and Technology in December 1981, master's degree in engineering at China University of Mining and Technology in July 1987 and doctorate at the Beijing University of Science and Technology in July 1994. From April 1994 to June 1997, Dr. Meng served as a general manager of Enterprise Development Co. Ltd. of Beijing International Business Federation Co.. From June 1997 to August 2000, Dr. Meng served as a Vice President of Wumei Holdings, mainly responsible for business development and operations. He has served as a Vice President of the Company from August 2000, mainly responsible for operation management, and procurement and logistics management. Since November 2002, he has acted as a Director of the Company, and is now primarily responsible for standard keeping, new business development and operations of the Group. Dr. Meng acts as a director in relevant subsidiaries of the Company. In addition, Dr. Meng has served as a Director of Xinhua Department Store since April 2008, and has been appointed as the chairman of that company since December 2010.

Madam Xu Ying, aged 47. Madam Xu obtained her bachelor's degree in arts at Tianjin University in July 1985 and MBA degree at the Meinders School of Business of Oklahoma City University in the United States in May 2002. She worked with 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 jointly controlled entity co-established by the Tianjin International Trust and Investment Corporation, from October 1996 to July 2001. In August 2001, she was recruited as an associate professor by Tianjin University of Finance & Economics, conducting teaching and research on business logistics and supply chain management. Madam Xu joined the Company since October 2004 and acted as Chief Financial Officer and Vice President. She has served as an Executive Director of the Company since June 2007. Madam Xu was appointed as the president of the Company with effect from the date of this announcement.

Dr. Yu Jian-bo, aged 45, currently a Vice President of the Company overseeing business in the information centre, the supply chain and group procurements of the Company. Since he joined the Company, Dr. Yu has been in charge of the detailed implementation of the Company's ERP project (WINBOX) as project executive head, the construction and operation of the North China Logistics Centre (WINDC), and certain key projects such as group procurement and Farm-Supermarket Links etc. Dr. Yu received his doctoral degree from the Chinese Academy of Social Sciences. From 1991 to 1999, Dr. Yu served at the Institute of Contemporary China Studies and was qualified as a senior researcher. From 2000 to 2004, Dr. Yu served as a director and the executive president of Jin-Ri Investment, and a vice president (China region) of OBI. Dr. Yu joined the Company since May 2005.

### **Non-executive Directors**

Mr. Wang Jian-ping, aged 47, Non-executive Director and Vice Chairman of the Company. Mr. Wang graduated from the China University of Political Science and Law and obtained his bachelor's degree in law in July 1985. He also received his master's degree in law from the China University of Political Science and Law in July 1988. He is currently a director of Wumei Holdings. He acted as an assistant to President of Investment of Beijing CAST Technology Investment Company from September 1994 to July 1997. Mr. Wang acted as a Vice President of the Company from August 2000 to May 2002, responsible for matters in relation to law, engineering and development. Since November 2002, he has served as a Director of the Company. Since November 2006, he has served as a Vice Chairman of the Company. Mr. Wang also serves as a director in the relevant subsidiaries of the Company.

Mr. John Huan Zhao, aged 47, Non-executive Director of the Company. Mr. Zhao obtained his B.S. degree at Nanjing University in July 1984. He received M.S. Degrees in Electrical Engineering and Physics from the Northern Illinois University in the United States in 1987 and an MBA degree from the Kellogg Graduate School of Management at the Northwestern University in the United States in June 1996. Mr. Zhao has served as a Director of Beijing Hongyi Investment Counsellor Co., Ltd. and Senior Vice President and Director of Legend Holdings Limited, in charge of the private equity investment and management business of Legend since October 2004. In addition, Mr. Zhao has directorships in the following listed companies: as non-executive director of China Glass Holdings Limited (a company listed in Hong Kong) since November 2004, executive director of China Pharmaceutical Group Limited (a company listed in Hong Kong) since December 2008, independent director of Gemdale Corporation (a company listed in the PRC) since April 2008 and director of Simcere Pharmaceutical Group (a company listed in New York) since August 2006. Mr. Zhao has served as a Non-executive Director of the Company since November 2009.

Madam Ma Xue-zheng, aged 58, Non-executive Director of the Company. Madam Ma graduated from the Capital Normal University (formerly as Beijing Normal College) in Beijing in July 1976. She served as an executive director and a chief financial officer of Lenovo Group since 1997 and 2000, respectively. Madam Ma has served as a non-executive vice chairman of the board of directors of Lenovo Group since May 2007. From September 2003 to April 2007, Madam Ma served as a director of Sohu.com Inc., a NASDAQ listed company. From December 2007 to May 2010, Madam Ma served as a director of Shenzhen Development Bank Co., Ltd. From September 2007 to February 2011, she joined TPG Capital as a partner and co-chairman (Greater China region), primarily responsible for investments in the Greater China region. In June 2009, she was appointed as a member of the Listing Committee of the Hong

Kong Stock Exchange. From June 2009 to April 2011, Madam Ma was non-executive director of Daphne International Holdings Limited. Madam Ma has served as a Non-executive Director of the Company since June 2010.

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

Mr. Han Ying, aged 76, Independent Non-executive Director of the Company. Mr. Han obtained his bachelor's degree in mining at the China University of Mining and Technology (formerly as Beijing Institute of Mines) in June 1962. From August 1991 to October 1995, he acted as vice minister of the Ministry of Coal Mining of the PRC and vice general manager of China Tongpei Coal Mine Headquarters Company. From October 1995 to June 2000, he worked as a vice chairman and the general manager of Shenhua Group Corporation Limited. He held a number of 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 July 2003, he has served as an Independent Non-executive Director of the Company.

Mr. Li Lu-an, aged 67, Independent Non-executive Director of the Company. Mr. Li graduated from Shandong University in August 1966. From August 1996 to March 2004, he served as the chairman of CITS Group, general manager of the China International Travel Service Head Office and part-time professor of China Tourism Management Institute. Since September 2004, he has served as an Independent Non-executive Director of the Company.

Mr. Lu Jiang, aged 54, Independent Non-executive Director of the Company. Mr. Lu has extensive experience in management aspects such as accounting and auditing. He has served as chairman of the Board of China Yongtuo Consulting & Management Group Limited, chairman, general manager and chief accountant of Beijing Yongtuo Certified Public Accountants Co., Ltd and chairman of Beijing Yongtuo Engineering Co., Ltd since 1999. In addition, Mr. Lu also served as committee member of Chinese Institute of Certified Public Accountants, standing committee member of Beijing Certified Public Accountants Association and chief supervisor of the Beijing Afforestation Foundation. Since September 2004, he has served as an Independent Non-executive Director of the Company. Mr. Lu is also a PRC Certified Public Accountant and one of the first group of senior members of Chinese Institute of Certified Public Accountants.

Mr. Wang Jun-yan, aged 40, is the Chairman of China Alpha Investment Management Limited. Mr. Wang holds a master's degree in finance from the Faculty of Business and Economics of the University of Hong Kong and a bachelor's degree with a major in International Trade from the School of Economics of the Zhongshan University. Since 1997, Mr. Wang served as the Managing Director of First Shanghai Capital Limited, the Managing Director of First Shanghai Financial Holding Limited, a wholly-owned subsidiary of the First Shanghai Group which engaged in financial service business, and an executive director of China Assets (Holdings) Limited (stock code: 170), the shares of which are listed on The Stock Exchange of Hong Kong Limited, and is now serving as an independent director of Livzon Pharmaceutical Group Company Limited (stock code: 000513), the shares of which are listed on Shenzhen Stock Exchange, an independent non-executive director of China Aerospace International Holdings Limited (stock code: 31) and an executive director of China New Economy Fund Limited (stock code: 80), the shares of which are listed on The Stock Exchange of Hong Kong Limited and the Chief Investment Officer of CITIC Securities International Investment Management (HK) Limited. Mr. Wang has over ten years of experience in

investment banking and securities industry. He is currently an Adjunct Professor in the Department of Finance of Faculty of Business Administration at the Chinese University of Hong Kong.

### **Retiring Directors**

The term of the third session of the Board ended on 28 June 2011. Mr. Zhu You-nong ceased to be a Director of the Company, with effect from the appointment of members to the fourth session of the Board by the Shareholders in the AGM. Mr. Zhu has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Shareholders.

### **APPOINTMENT OF MEMBERS OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE**

By way of separate resolutions, the appointment of the following persons as members of the fourth session of the Supervisory Committee of the Company was considered and approved on the AGM, for a term from the conclusion of the 2010 AGM to the conclusion of the 2013 annual general meeting.

Biographical details of the Supervisors are as follows:

Mr. Fan Kui-jie, aged 47. Mr. Fan obtained his master's degree in engineering at the Business Management School of Xi'an Jiaotong University in June 1991. Since December 2007, Mr. Fan has been the chairman of Beijing Yin Xin Guang Hua Real Estate Development Co., Ltd.. He has served as an Independent Supervisor of the Company since November 2002.

Madam Xu Ning-chun, aged 47. Madam Xu received her bachelor's degree in economics from the Beijing Technology and Business University (formerly as College of Commerce in Beijing) in July 1986, and is a PRC certified public accountant and a PRC registered assets valuer. She has been a general manager of Beijing Dingge Capital Assessment Co., Ltd. since July 1998. She has served as an Independent Supervisor of the Company since July 2003.

### **Staff-nominated Supervisor**

Mr. Zhang Zheng-yang is the staff-nominated supervisor to the third session of the Supervisory Committee of the Company. The term of the third session of the Supervisory Committee ended at the conclusion of the 2010 AGM convened in 2011. Upon election by the staff members of the Company, Mr. Zhang Zheng-yang was once again appointed as the staff-nominated supervisor to the fourth session of the Supervisory Committee of the Company, with a term of service commencing 28 June 2011 and ending at the conclusion of the 2013 AGM.

Mr. Zhang Zheng-yang, aged 36, holds a bachelor's degree in mechanical and electronic engineering conferred by Beijing Institute of Technology. During the period from 1998 to 2000, Mr. Zhang was manager of the Integration Center of the Beijing Research Institute of Mechanics and Industrial Automation. Mr. Zhang was manager of the information department of Beijing Wumart Hypermarket Commercial Management Company Limited from 2000 to 2003, assistant to director of the information department of Shanghai Wumart Commercial Management Company Limited from 2003 to 2006, and controller of the information centre of Beijing Merrymart Chain Stores Development Company Limited

(“MerryMart”) from 2006 to 2008. Mr. Zhang became the controller of the information centre of the Company in 2008 and also took up the position of deputy general manager of MerryMart in 2010.

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

Beijing, the PRC

28 June 2011

*As at the date of this announcement, the Board comprises Dr. Wu Jian-zhong, Dr. Meng Jin-xian, Madam Xu Ying and Dr. Yu Jian-bo as executive Directors, Mr. Wang Jian-ping, Mr. John Huan Zhao and Madam Ma Xue-zheng as non-executive Directors, and Mr. Han Ying, Mr. Li Lu-an, Mr. Lu Jiang and Mr. Wang Jun-yan as independent non-executive Directors.*

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