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WUMART

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: 01025)

NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2015 first Domestic Shareholders' class meeting (the "**Domestic Shareholders' Class Meeting**") of Wumart Stores, Inc. (the "**Company**") will be held at 9:30 a.m. on Friday, 26 June 2015 at the Board Meeting Room, Wumart Commercial Building, 158-1 West 4th Ring North Road, Haidian District, Beijing, the PRC to consider and, if thought fit, pass the following resolutions:

AS SPECIAL RESOLUTIONS

1. To consider and, if thought fit, to approve the following general mandate to repurchase the overseas-listed foreign invested shares of the Company (the "**H Shares**"):

"That:

- (a) the board of directors of the Company (the "**Board**") be and is hereby granted a general mandate to, by reference to market conditions and in accordance with needs of the Company, repurchase H Shares not exceeding 10% of the number of the H Shares of the Company in issue at the time when this resolution is passed at the annual general meeting of the Company and the relevant resolution is passed at the respective class meeting of the shareholders; and
- (b) the Board be and is hereby authorized to deal with, in its sole discretion, all matters in relation to the repurchase of H Shares, including but not limited to:
 - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase, etc.;

- (ii) notify creditors and issue announcement in accordance with the PRC Company Law and the articles of association of the Company (the “**Articles of Association**”);
- (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;
- (iv) carry out relevant approval or filing procedures required by regulatory authorities and regulatory rules of places in which the Company is listed (if necessary);
- (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of the total share capital and shareholding structure, etc., and carry out the relevant statutory registrations and filings procedures within and outside the PRC; and
- (vi) execute other documents, and deal with other matters, in connection with the share repurchase.

The above general mandate will expire on the earlier of (“**Relevant Period**”):

- (i) the conclusion of the 2015 annual general meeting of the Company; or
- (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders at a general meeting, or a special resolution of holders of the domestic shares or holders of the H Shares of the Company at respective class meeting,

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

By Order of the Board
Wumart Stores, Inc.
Dr. Meng Jin-xian
Chairman

Beijing, the PRC
11 May 2015

Notes:

1. ELIGIBILITY FOR ATTENDING THE DOMESTIC SHAREHOLDERS' CLASS MEETING

Holders of Domestic Shares whose names appear on the register of members of the Company at the close of business on Thursday, 25 June 2015 shall be entitled to attend the Domestic Shareholders' Class Meeting.

2. PROXY

- (1) Each shareholder who is entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies in writing to attend and vote at the Domestic Shareholders' Class Meeting on his/her behalf. Proxies need not be shareholders of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his duly authorised attorney. In case of a corporation, the written instrument appointing a proxy must be affixed with the corporate seal of such appointor or duly signed by its director or by its duly authorised attorney. If the written instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney or other documents of authorisation must be notarised.
- (3) To be valid, proxy forms, accompanied by notarised power of attorney or other documents of authorisation (if any), shall be lodged at the Company's place of business, no later than 24 hours before the time appointed for convening of the Domestic Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

3. REGISTRATION PROCEDURES FOR ATTENDING THE DOMESTIC SHAREHOLDERS' CLASS MEETING

- (1) Shareholders or their proxies shall be required to present their identification documents when attending the Domestic Shareholders' Class Meeting. In case of a corporation, the legal representative of that shareholder or the person authorised by its board of directors or other governing bodies shall be required to present a copy of the resolutions of the board of directors or other governing bodies of such shareholders appointing such persons to attend the meeting.
- (2) Shareholders who wish to attend the Domestic Shareholders' Class Meeting should deliver the reply slips for the meeting to the Company's head office on or before Saturday, 6 June 2015.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile.
- (4) Shareholders or proxies attending the Domestic Shareholders' Class Meeting should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention from voting will not be regarded by the Company as having voting rights for the purpose of vote counts.

4. METHOD OF VOTING AT THE DOMESTIC SHAREHOLDERS' CLASS MEETING

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting shall be conducted by way of poll. Accordingly, the chairman of the Domestic Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the Domestic Shareholders' Class Meeting.

5. MISCELLANEOUS

- (1) The Domestic Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders attending the Domestic Shareholders' Class Meeting shall be responsible for their own transportation, accommodation and meals expenses.
- (2) The place of business and contact details of the Company is as follows:

11th Floor, Wumart Commercial Building,
158-1 West 4th Ring North Road,
Haidian District,
Beijing, PRC
Tel: (+86) 10 88258862
Fax: (+86) 10 88258121

As at the date of this announcement, the Board comprises Madam Xu Ying, Mr. Xu Shao-chuan and Dr. Yu Jian-bo as executive Directors, Dr. Meng Jin-xian as non-executive Director, and Mr. Li Luan, Mr. Lu Jiang and Mr. Wang Jun-yan as independent non-executive Directors.