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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 H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2015 first H Shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Wumart Stores, Inc. (the "**Company**") will be held at 10:00 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 RESOLUTION

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 H SHAREHOLDERS' CLASS MEETING

Holders of H Shares whose names appear on the register of members of the Company H share registrar and transfer office, Computershare Hong Kong Investor Services Limited at the close of business on Monday, 26 May 2015 shall be entitled to attend the H Shareholders' Class Meeting.

2. CLOSURE OF REGISTER OF MEMBERS

In order to determine the identity of the holders of H Shares who are entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed during the period as set out below.

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| Book closure period of the Company | from Tuesday, 27 May 2015 to Friday, 26 June 2015 (both days inclusive) |
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| Deadline for shareholders lodging share transfer documents | 4:30 p.m. on Monday, 26 May 2015 |
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Holders of H Shares of the Company must lodge all share transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) to the H share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the deadline as set out above.

3. PROXY

- (1) Each shareholder who is entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies in writing to attend and vote at the H 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 Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office in Hong Kong no later than 24 hours before the time appointed for convening of the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of a form of proxy 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.

4. REGISTRATION PROCEDURES FOR ATTENDING THE H SHAREHOLDERS' CLASS MEETING

- (1) Shareholders or their proxies shall be required to present their identification documents when attending the H 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 H Shareholders' Class Meeting should deliver the reply slips for the H Shareholders' Class Meeting to Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Saturday, 6 June 2015.
- (3) A shareholder may return the above reply slip to the office of Computershare Hong Kong Investor Services Limited in person, by post or by facsimile.
- (4) Shareholders or proxies attending the H 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.

5. METHOD OF VOTING AT THE H 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 H Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the H Shareholders' Class Meeting.

6. MISCELLANEOUS

- (1) The H Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders attending the H Shareholders' Class Meeting shall be responsible for their transportation, accommodation and meals expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office in Hong Kong, is as follows:

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

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.