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**物美**  
**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 annual general meeting (the “**AGM**”) of Wumart Stores, Inc. (the “**Company**”) will be held at 10: 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:

**I. AS ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, approve the audited consolidated financial statements of the Company and its subsidiaries for the year 2014 and the independent auditor’s report thereon.
2. To consider and, if thought fit, approve the proposal of the Company not to pay any final dividend to the Shareholders for the year 2014.
3. To consider and, if thought fit, approve the report of the board of directors of the Company (the “**Board**”) for the year 2014.
4. To consider and, if thought fit, approve the report of the supervisory committee of the Company for the year 2014.
5. To consider and, if thought fit, approve the Company to re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the Company’s PRC and international auditors, respectively, for a term expiring upon the conclusion of the 2015 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.

## II. AS SPECIAL RESOLUTIONS

6. To consider and, if thought fit, 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;
- (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.”

- 7. To consider and, if thought fit, approve the Company to issue additional overseas-listed foreign invested shares (“**H Shares**”) and additional Domestic Shares in the capital of the Company (“**Additional Shares**”) and to grant the Board a general mandate (“**general mandate**”) for the exercise by the Board during the Relevant Period of powers to allot or issue shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares, which shall not exceed 20% of the total number of H Shares and Domestic Shares of the Company in issue, respectively, as at the date of the passing of this resolution, and to enter into or grant offers or agreements in respect of such Additional Shares, subject to the terms and conditions set out in this resolution.
  - (1) To consider and, if thought fit, 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 to allot or issue shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares, and to enter into or grant offers or agreements in respect of such Additional Shares, subject to the terms and conditions as set out below:
    - i. such general mandate shall not extend beyond the Relevant Period (as defined in (iv)) save that the Board may, during the Relevant Period, make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
    - ii. the total number of shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles of Association, shall not exceed: (a) 20% of the total number of H Shares of the Company in issue as at the date of the passing of this resolution; (b) 20% of the total number of Domestic Shares of the Company in issue as at the date of the passing of this resolution;

iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and only if approvals from the China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited and/or other relevant PRC government authorities are obtained;

iv. For the purposes of this resolution:

“H Shares” mean the overseas-listed foreign invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and which is granted the permission to deal in and list on the Hong Kong Stock Exchange;

“Domestic Shares” mean the ordinary shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and credited as fully paid up in Renminbi; and

"Relevant Period" means the period from the passing of this resolution until the earliest of:

(a) the conclusion of the 2015 annual general meeting of the Company following the passing of this resolution; or

(b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of the Company at a general meeting.

(2) Subject to the Board issuing additional H Shares and additional Domestic Shares pursuant to this resolution, the Board be authorised to:

i. approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);

ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);

iii. determine the registered capital and the number of shares pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong for the increased capital and the number of shares; and

- iv. make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue or allotment of shares.
- III. To consider and, if thought fit, approve the provisional resolution, if any, put forth in writing by the shareholders of the Company who hold 5% or more of the voting shares of the Company.

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 AGM**

Holders of H Shares whose names appear on the register of members of the Company maintained by the Company's H share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, and holders of Domestic Shares whose names appear on the register of members of the Company at the close of business on Monday, 26 May 2015 shall be entitled to attend the AGM.

### **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 AGM, the register of members of the Company will be closed during the period as set out below.

Book closure period of the Company                      from Tuesday, 27 May 2015 to Friday,  
26 June 2015 (both days inclusive)

Deadline for shareholders lodging share                4:30 p.m. on Monday, 26 May 2015  
transfer documents

In order to be qualified for attending and voting at the AGM, 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 deadlines as set out above.

### **3. PROXY**

- (1) Each shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the AGM 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 corporation 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 (i) at the Company's office address, for holders of Domestic Shares; and (ii) Computershare Hong Kong Investor Services Limited, the Company's H share registrar and transfer office in Hong Kong, for holders of H Shares, no later than 24 hours before the time appointed for convening of the AGM 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 AGM**

- (1) Shareholders or their proxies shall be required to present their identification documents when attending the AGM.

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 AGM should deliver the reply slips for the AGM 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 (in case of holders of H Shares) or to the Company's head office (in case of holders of Domestic Shares) on or before Saturday, 6 June 2015.
- (3) A shareholder may return the above reply slip to the office of the Company or Computershare Hong Kong Investor Services Limited in person, by post or by facsimile.
- (4) Shareholders or proxies attending the AGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes or 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 AGM**

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

## 6. MISCELLANEOUS

- (1) The AGM is expected to be held for less than half a day. Shareholders attending the AGM 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

- (3) The address and the contact details of the Company's office are as follows:

11th Floor, Wumart Commercial Building  
158-1 West 4th Ring North Road  
Haidian District  
Beijing, the 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.*