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If you have sold or transferred all your shares in Wumart Stores, Inc., you should at once hand this circular and the accompanying proxy forms to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

**GENERAL MANDATE TO REPURCHASE H SHARES;
GENERAL MANDATE TO ISSUE SHARES;
NOTICE OF 2015 FIRST
DOMESTIC SHAREHOLDERS' CLASS MEETING;
NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING; AND
NOTICE OF 2014 ANNUAL GENERAL MEETING**

Notices convening the 2015 first Domestic Shareholders' Class Meeting to be held at 9:30 a.m., the 2015 first H Shareholders' Class Meeting to be held at 10:00 a.m. and the 2014 AGM to be held at 10:30 a.m. on Friday, 26 June 2015 (Beijing time) are set out on pages 12 to 24 of this circular.

Whether or not you are able to attend the Class Meetings and the AGM, please complete the enclosed proxy forms in accordance with instructions printed thereon and return the same, in any event, no later than 24 hours before the time appointed for the holding of the meetings. Completion and return of the proxy forms will not preclude you from attending and voting at the aforesaid meetings or any adjournments thereof in person if you so wish.

11 May 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the 2014 annual general meeting of the Company to be held at 10:30 a.m. on Friday, 26 June 2015
“Beijing CAST”	北京卡斯特科技投資有限公司 (Beijing CAST Technology Investment Company), a company incorporated in the PRC with limited liability
“Beijing Green”	北京綠色安全農產品物流信息中心有限公司 (Beijing Green Safe Agricultural Products Logistics and Information Center Co. Ltd.), a company incorporated in the PRC with limited liability
“Beijing Jingxi”	北京京西硅谷科技有限公司 (Beijing Jingxi Guigu Technology Company Limited), a company incorporated in the PRC with limited liability
“Beijing Wangshang”	北京網商世界電子商務有限公司 (Beijing Wangshang Shijie E-business Co., Ltd.), a company incorporated in the PRC with limited liability
“Beijing Zhongsheng”	北京中勝華特科技有限公司 (Beijing Zhongsheng Huate Technology Co., Ltd.), a company incorporated in the PRC with limited liability
“Board”	the board of directors of the Company
“Class Meetings”	the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting, collectively
“Company”	Wumart Stores, Inc.
“Company Law”	the Company Law of the People’s Republic of China (as amended from time to time)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for in Renminbi
“Domestic Shareholders’ Class Meeting”	the 2015 first domestic shareholders’ class meeting of the Company to be held at 9:30 a.m. on Friday, 26 June 2015 for the purpose of considering and approving the Repurchase Mandate
“H Shares”	overseas-listed foreign invested shares with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for in Hong Kong dollars and listed on the main board of the Stock Exchange

DEFINITIONS

“H Shareholders’ Class Meeting”	the 2015 first H Shareholders’ class meeting of the Company to be held at 10:00 a.m. on Friday, 26 June 2015 for the purpose of considering and approving the Repurchase Mandate
“Latest Practicable Date”	4 May 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Meetings”	the Domestic Shareholders’ Class Meeting, H Shareholders’ Class Meeting and the AGM, collectively
“PRC”	the People’s Republic of China which, for the purpose of this document only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the general mandate to be granted to the Board at the AGM and the Class Meetings to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the AGM and the Class Meetings, respectively
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Shares”	shares of the Company, including Domestic Shares and H Shares unless otherwise stated
“Shareholder(s)”	shareholder(s) of the Company
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong
“Wumei Holdings”	物美控股集團有限公司(Wumei Holdings, Inc.), a company incorporated in the PRC with limited liability

LETTER FROM THE BOARD



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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)

Executive Directors:

Madam Xu Ying
Mr. Xu Shao-chuan
Dr. Yu Jian-bo

Non-executive Director:

Dr. Meng Jin-xian (Chairman)

Independent Non-executive Directors:

Mr. Li Lu-an
Mr. Lu Jiang
Mr. Wang Jun-yan

Legal Address:

Room 8039, 8th Floor,
Building 3, Court No. 30,
Shixingdajie,
Shijingshan District, Beijing, the PRC

Head Office:

Wumart Commercial Building,
158-1 West 4th Ring North Road,
Haidian District,
Beijing, the PRC

Principal Place of Business in Hong Kong:

18th Floor, Edinburgh Tower,
The Landmark,
15 Queen's Road Central,
Central, Hong Kong

11 May 2015

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATE TO REPURCHASE H SHARES;
GENERAL MANDATE TO ISSUE SHARES;
NOTICE OF 2015 FIRST
DOMESTIC SHAREHOLDERS' CLASS MEETING;
NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING; AND
NOTICE OF 2014 ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with the further information regarding, amongst others, (i) the general mandate to repurchase H shares; (ii) the general mandate to issue shares, for you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Meetings, and to provide you with the notices of the Domestic Shareholders' Class Meeting, the H Shareholders' Class Meeting and the AGM.

LETTER FROM THE BOARD

B. GENERAL MANDATE TO REPURCHASE H SHARES

In order to provide flexibility to the Directors in repurchasing Shares within a short period of time as and when appropriate, the Company intends to propose a special resolution to the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, respectively for granting a general mandate to the Directors for repurchasing H Shares, details of which are set out in the notice of the AGM and the notices of the Class Meetings enclosed with this circular.

The H Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the total number of the H Shares in issue at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the AGM and the Class Meetings, respectively.

The Repurchase Mandate is subject to the approval at each of the AGM and the Class Meetings by way of a special resolution. Such Repurchase Mandate, if approved, shall be effective until the earlier of (a) the conclusion of the 2015 annual general meeting of the Company; or (b) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of the Company, or by the holders of H Shares or Domestic Shares at their respective class meeting ("**Relevant Period**"). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

An explanatory statement setting out certain information on the mandate to repurchase H Shares is contained in Appendix I to this circular.

C. GENERAL MANDATE TO ISSUE SHARES

The Company adheres to its strategy of regional focus development and seeks to expand its retail network through the opening of new stores from time to time and through mergers and acquisitions. The rapid growth and the expansion of the Company's retail network requires the support of sufficient funding. To provide more flexibility and convenience to the raising of funds for the Company, the proposal to issue additional shares of the Company and to grant the Board a general mandate is put forth to the AGM for review and approval:

1. To consider and approve the Company to issue additional H shares and additional domestic shares in the capital of the Company ("**Additional Shares**") and grant to the Board a general mandate ("**General Mandate**"), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period of all the powers of the Company to allot or issue shares or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20 per cent of the respective aggregate number of issued H shares and domestic shares as at the date of approval of this resolution), and to enter into or grant offers or agreements in respect of such Additional Shares:
 - (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;

LETTER FROM THE BOARD

- (ii) the total number of Shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board of the Company, 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 per cent of the aggregate number of H shares of the Company in issue at the date of the passing of this resolution; (b) 20 per cent of the aggregate number of domestic shares of the Company in issue 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 all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;
- (iv) For the purposes of this resolution:

“H Shares” means 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 Stock Exchange;

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

“Relevant Period” means the period from the passing of this resolution until the earlier 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 in a general meeting of the Company.

- 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);

LETTER FROM THE BOARD

- iii. determine the registered capital and the number of shares pursuant to the issue and 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 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.

D. CLASS MEETINGS AND AGM

1. Domestic Shareholders' Class Meeting

A notice convening the 2015 first Domestic Shareholders' Class Meeting to be held, for the Domestic Shareholders to consider, and if thought fit, approve the resolution(s) relating to general mandate to repurchase H Shares of the Company 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 is set out on pages 12 to 14 of this circular.

2. H Shareholders' Class Meeting

A notice convening the 2015 first H Shareholders' Class Meeting to be held, for the H Shareholders to consider, and if thought fit, approve the resolution(s) relating to general mandate to repurchase H Shares of the Company 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 is set out on pages 15 to 18 of this circular.

3. AGM

A notice convening the 2014 AGM to be held, for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) general mandate to repurchase H Shares; (ii) general mandate to issue shares 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 is set out on pages 19 to 24 of this circular.

4. Closure of Register of Members for H Shares

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 and 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)

LETTER FROM THE BOARD

Deadline for shareholders lodging share transfer documents

4:30 p.m. on Monday, 26 May 2015

In order to be qualified for attending and voting at the H Shareholders' Class Meeting and 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.

Enclosed herewith are the reply slips and proxy forms for the Domestic Shareholders' Class Meeting/H Shareholders' Class Meeting/AGM. Whether or not you wish to attend the AGM or Class Meetings, please complete the enclosed reply slips and/or proxy forms and notarised power of attorney (if any) in accordance with instructions printed thereon and return them to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in case of H Shareholders) or the head office of the Company at 11th Floor, Wumart Commercial Building, 158-1 West 4th Ring North Road, Haidian District, Beijing, the PRC (in case of Domestic Shareholders), as soon as possible and in any events on or before Saturday, 6 June 2015 (for the reply slips) or no later than 24 hours before the time appointed for the holding of the Meetings or any adjournments thereof (for the proxy forms and the notarised power of attorney (if any)). Completion and return of the proxy forms will not preclude you from attending and voting at the Meetings or any adjournments thereof in person if you so wish.

5. Voting by Way of Poll

In accordance with the Listing Rules, any vote of Shareholders at the Meetings must be taken by poll. As such, the resolutions set out in the notices convening the AGM and the Class Meetings will be voted by poll. Save as disclosed in the circular, if any, no Shareholder will have a material interest in the matters and will abstain from voting in respect of such resolutions.

E. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the resolutions relating to (i) the general mandate to repurchase H shares; (ii) the general mandate to issue shares are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the aforesaid resolutions to be proposed at the AGM. The Board recommends the Shareholders to vote, at the Class Meetings, in favour of resolution(s) regarding the general mandate to repurchase H Shares.

LETTER FROM THE BOARD

The Directors would also like to draw your attention to the Letter from the Board set out on pages 3 to 8 of this circular.

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

In accordance with the Listing Rules, this appendix serves as an explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting for the grant of the Repurchase Mandate to the Directors.

SECURITIES REPURCHASE MANDATE

Reasons for Repurchasing H Shares

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases will only be made when the Directors believe that it will benefit the Company and its Shareholders as a whole.

Share Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB1,287,544,116 comprising 536,568,000 H Shares of RMB1.00 each and 750,976,116 Domestic Shares of RMB1.00 each.

Exercise of the Repurchase Mandate

Subject to the passing of the relevant special resolutions set out in the notices of the AGM and the Class Meetings, respectively, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the 2015 annual general meeting of the Company; or (b) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of the Company, or by the holders of H Shares or Domestic Shares at their respective class meeting ("**Relevant Period**"). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, regulations and rules of the PRC being obtained and/or carried out.

The exercise in full of the Repurchase Mandate (on the basis of 536,568,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings) would result in a maximum of 53,656,800 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant special resolutions at the AGM and the Class Meetings.

Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and distributable profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest

published audited accounts contained in the annual report of the Company for the year ended 31 December 2014). However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

H Share Prices

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
May	7.62	5.75
June	7.27	5.80
July	7.50	6.00
August	7.77	6.68
September	7.96	7.01
October	8.08	6.50
November	7.80	6.52
December	7.67	6.35
2015		
January	6.71	5.18
February	5.80	5.40
March	6.01	5.01
April	7.20	5.60

Shares Repurchased by the Company

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Directors' Undertakings and General Information

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed special resolution to approve the Repurchase Mandate in accordance with the Listing Rules and the applicable laws, rules and regulations of the PRC.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) presently intends to sell H Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings, and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

Takeovers Code and the Public Float Requirement

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Wumei Holdings, whose interest in the Company is notifiable under Part XV (Disclosure of Interests) of the SFO, and the parties acting in concert with it including Beijing CAST, Beijing Jingxi, Dr. Zhang Wen-zhong, Beijing Zhongsheng, Mr. Zhang Bin, Beijing Wangshang, Lhasa Wisdom and Beijing Green held directly or indirectly approximately 53.15% of the Company's total registered capital. In the event that the Directors exercise in full the power to repurchase H Shares in accordance with the terms of the Repurchase Mandate proposed at the AGM and the Class Meetings, the total interests of Wumei Holdings and the parties acting in concert as mentioned above in the total registered capital of the Company would be increased to approximately 55.46% assuming that the Shares held by Wumei Holdings and the above-mentioned parties acting in concert as at the Latest Practicable Date remains unchanged and there is no other change to the issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the Repurchase Mandate.

Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.



物美
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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



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 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;

APPENDIX III NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING

- (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.

Book closure period of the Company	from Tuesday, 27 May 2015 to Friday, 26 June 2015 (both days inclusive)
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APPENDIX III NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING

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

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.

APPENDIX III NOTICE OF 2015 FIRST 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



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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 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
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Tel: (+86) 10 88258862
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