

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Share Class Meeting of the Independent H Shareholders of Wumart Stores, Inc. (the “**Company**”) will be held at 10:30 a.m. on Thursday, 24 December 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 resolution by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast by poll either in person or by proxy at the H Share Class Meeting, and with the number of votes cast by poll against the resolution at the H Share Class Meeting amounting to not more than 10% of all the H Shares held by the Independent H Shareholders.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite document jointly issued by or on behalf of the Offerors and the Company dated 9 November 2015.

AS SPECIAL RESOLUTION

1. To consider and, if thought fit, to approve:

“That:

- (a) the proposed withdrawal of listing of the H shares of the Company from the Stock Exchange; and

* *For identification purposes only*

- (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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 24 hours before the time appointed for convening of the H Share 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 SHARE CLASS MEETING

- (1) Shareholders or their proxies shall be required to present their identification documents when attending the H Share 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 resolution 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 Share Class Meeting should deliver the reply slips for the H Share 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 Thursday, 3 December 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 Share 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 SHARE CLASS MEETING

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

6. MISCELLANEOUS

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