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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 DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the Domestic Share Class Meeting of the Independent Domestic Shareholders of Wumart Stores, Inc. (the “**Company**”) will be held at 10:00 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 resolutions by at least 75% of the votes attaching to the Domestic Shares held by the Independent Domestic Shareholders that are cast by poll either in person or by proxy at the Domestic Share Class Meeting, and with the number of votes cast by poll against the resolution at the Domestic Share Class Meeting amounting to not more than 10% of all the Domestic Shares held by the Independent Domestic 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*

- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the proposed withdrawal.”

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

Beijing, the PRC
9 November 2015

Notes:

1. ELIGIBILITY FOR ATTENDING THE DOMESTIC SHARE CLASS MEETING

Holders of Domestic Shares whose names appear on the register of members of the Company at the close of business on Monday, 23 November 2015 shall be entitled to attend the Domestic Share Class Meeting.

2. PROXY

- (1) Each shareholder who is entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies in writing to attend and vote at the Domestic Share 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 Share 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 SHARE CLASS MEETING

- (1) Shareholders or their proxies shall be required to present their identification documents when attending the Domestic 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 Domestic Share Class Meeting should deliver the reply slips for the meeting to the Company’s head office on or before Thursday, 3 December 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 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.

4. METHOD OF VOTING AT THE DOMESTIC 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 Domestic Share Class Meeting will demand a poll in relation to all the proposed resolution at the Domestic Share Class Meeting.

5. MISCELLANEOUS

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