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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the EGM of the Independent Shareholders of Wumart Stores, Inc. (the “**Company**”) will be held at 11:00 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 resolution by at least 75% of the votes attaching to the Shares held by the Independent Shareholders that are cast by poll either in person or by proxy at the EGM, and with the number of votes cast by poll against the resolution at the EGM amounting to not more than 10% of all the Shares held by the Independent 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 EGM

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, 23 November 2015 shall be entitled to attend the EGM.

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 EGM, the H Share register of members of the Company will be closed during the period as set out below.

Book closure period of the Company from Tuesday, 24 November 2015 to Thursday,
24 December 2015 (both days inclusive)

Deadline for shareholders lodging share 4:30 p.m. on Monday, 23 November 2015
transfer documents

In order to be qualified for attending and voting at the EGM, holders of H Shares of the Company must lodge all share transfer documents (including the duly stamped instruments of transfer and the relevant H 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.

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 EGM.

3. PROXY

- (1) Each shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the EGM 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 appointing corporation or duly signed by its director or by its duly authorized attorney. If the written instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney, or other documents of authorization 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) 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares, no later than 24 hours before the time appointed for convening of the EGM 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. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

- (1) Shareholders or their proxies shall be required to present their identification documents when attending the EGM. In case of a corporation, the legal representative of that shareholder or the person authorised by its board of directors or other decision-making bodies shall be required to present a copy of the resolutions of the board of directors or other decision-making bodies of corporate shareholders authorising such persons to attend the meeting.
- (2) Shareholders who wish to attend the EGM should deliver the reply slip for the EGM 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 Thursday, 3 December 2015.
- (3) A shareholder may return the above reply slip in person, by post or by facsimile to the office of the Company or Computershare Hong Kong Investor Services Limited.
- (4) Shareholders or proxies attending the EGM 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 EGM will demand a poll in relation to all the proposed resolutions at the EGM.

6. MISCELLANEOUS

- (1) The EGM is expected to be held for less than half a day. Shareholders attending the EGM are reminded that any expenses in transportation, accommodation and meals will be incurred at their own cost.
- (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, 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.