

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

物美控股集團有限公司
Wumei Holdings, Inc.*

*(a company incorporated in the People's
Republic of China)*

and its subsidiary
Wumart Stores (HK) Limited
(a company incorporated in Hong Kong)



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)*
(Stock code: 01025)

JOINT ANNOUNCEMENT GRANT OF WAIVERS BY THE SFC

This Announcement is made pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the Composite Document dated 9 November 2015 issued by Wumei Holdings, Inc., Wumart Stores (HK) Limited and Wumart Stores, Inc. All capitalized terms used herein take the same meanings ascribed thereto in the Composite Document.

We announce that the Executive had waived the strict compliance with (1) the requirements under Rule 2.2(c) of the Takeovers Code on the basis that no right of compulsory acquisition is available to the Offerors under the laws of the PRC and the Articles of Association of the Company and (2) the requirements under Note 3 to Rule 14 of the Takeovers Code such that the H Share Offer is not conditional on the Domestic Share Offer becoming or being declared unconditional. The Domestic Share Offer must nonetheless be conditional on the H Share Offer becoming or being declared unconditional.

* *for identification purposes only*

Shareholders' attention is drawn to the conditions of the Offers set out under the sections headed "3. Conditions of the H Share Offer" and "4. Conditions of the Domestic Share Offer" in the "Letter from Somerley Capital" in the Composite Document. As at the date of this joint announcement, only condition (d) under the conditions of the H Share Offer and condition (b) under conditions of the Domestic Share Offer have been satisfied.

The Proposal is subject to a number of conditions as set out in the Composite Document, including the approval of the Delisting by Independent H Shareholders at the H Share Class Meeting, by Independent Domestic Shareholders at the Domestic Share Class Meeting and by Independent Shareholders at the EGM, in each case voting by way of a poll. In particular, the H Share Offer will only become unconditional if and when the H Share Offer Conditions have been satisfied or as the case may be waived. Accordingly, all references in this joint announcement to the Offers are references to the Offers that will become unconditional only if and when such conditions have been satisfied or as the case may be waived. Shareholders and/or potential investors should therefore exercise caution when dealing in the Shares.

By order of the board of directors of
物美控股集團有限公司
Wumei Holdings, Inc.*
Zhang Ling
Director

By order of the Board of
北京物美商業集團股份有限公司
Wumart Stores, Inc.*
Meng Jin-xian
Chairman

By order of the board of directors of
Wumart Stores (HK) Limited
Zhang Wenzhong
Director

Beijing, the PRC, 18 November 2015

As at the date of this joint announcement, the directors of Wumei Holdings are Mr. Zhang Bin, Madam Xu Ying, Mr. Zhang Ling and Mr. Zhou Quan and the sole director of Wumei Hong Kong is Mr. Zhang Wenzhong.

All directors of the Offerors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that relating to the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date hereof, the Board comprises:

Madam Xu Ying (徐瑩) (executive Director)

Mr. Xu Shao-chuan (許少川) (executive Director)

Dr. Yu Jian-bo (于劍波) (executive Director)

Dr. Meng Jin-xian (蒙進暉) (non-executive Director and Chairman)

Mr. Li Lu-an (李祿安) (independent non-executive Director)

Mr. Lu Jiang (呂江) (independent non-executive Director)

Mr. Wang Jun-yan (王俊彥) (independent non-executive Director)

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offerors and parties acting in concert with any of them) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offerors and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

** for identification purposes only*