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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

PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF WUMART STORES, INC.

**VOLUNTARY CONDITIONAL OFFER BY SOMERLEY CAPITAL LIMITED ON
BEHALF OF WUMEI HOLDINGS, INC. AND ITS SUBSIDIARY WUMART STORES (HK)
LIMITED FOR ALL THE ISSUED H SHARES IN WUMART STORES, INC. (OTHER
THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY
THE OFFERORS AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

**VOLUNTARY CONDITIONAL OFFER BY WUMEI HOLDINGS, INC. FOR ALL THE
ISSUED DOMESTIC SHARES IN WUMART STORES, INC. (OTHER THAN THOSE
ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE
OFFERORS AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

**POLL RESULTS OF THE DOMESTIC SHARE CLASS MEETING, THE H SHARE CLASS
MEETING AND THE EGM**

THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

RESUMPTION OF TRADING

Financial Adviser to the Offerors



SOMERLEY CAPITAL LIMITED

**Independent Financial Adviser to the
Independent Board Committee**



中國銀河國際
CHINA GALAXY INTERNATIONAL

* *for identification purposes only*

POLL RESULTS OF THE DOMESTIC SHARE CLASS MEETING, THE H SHARE CLASS MEETING AND THE EGM

The Board and the boards of the Offerors are pleased to announce that the resolution set out in the Notice of Domestic Share Class Meeting was duly passed at the Domestic Share Class Meeting; the resolution set out in the Notice of H Share Class Meeting was duly passed at the H Share Class Meeting, and the resolution set out in the Notice of EGM was duly passed at the EGM, by way of poll held on 24 December 2015.

OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As all of the H Share Conditions have now been fulfilled or waived, the H Share Offer has become unconditional in all respects on 24 December 2015. As the H Share Offer has become unconditional in all respects and the Domestic Share Offer, which is subject to the H Share Offer becoming or being declared unconditional in all respects, the Domestic Share Offer has also become unconditional in all respects on 24 December 2015.

Independent H Shareholders are advised that unless the H Share Offer is extended, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. on Thursday, 21 January 2016. If the H Share Offer is extended, further announcement will be made to that effect.

Independent H Shareholders should also note that the expected last day of dealing in the H Shares on the Stock Exchange will be Wednesday, 30 December 2015. It is expected that dealing in the H Shares on the Stock Exchange will be suspended with effect from 9:00 a.m. on Thursday, 31 December 2015, up to the withdrawal of listing of the H Shares from the Stock Exchange at 9:00 a.m. on Thursday, 7 January 2016.

RESUMPTION OF TRADING IN THE H SHARES

At the request of the Company, trading in the H Shares on the Stock Exchange has been halted from 9:00 a.m. on Thursday, 24 December 2015 pending the release of this joint announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the H Shares on the Stock Exchange with effect from 9:00 a.m. on Monday, 28 December 2015.

INTRODUCTION

Reference is made to (1) the Composite Document jointly issued by the Offerors and the Company dated 9 November 2015; (2) the Company's notice of Domestic Share Class Meeting dated 9 November 2015 (the "**Notice of Domestic Share Class Meeting**"); (3) the Company's notice of H Share Class Meeting dated 9 November 2015 (the "**Notice of H Share Class Meeting**"); (4) the

Company's notice of the EGM dated 9 November 2015 (the "Notice of EGM"); and (5) the announcement jointly issued by the Offerors and the Company dated 18 November 2015 in respect of grant of waivers by the SFC.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document. Unless otherwise indicated, all references to time contained in this joint announcement refer to Hong Kong time.

The Board and the boards of the Offerors are pleased to announce that the resolution set out in the Notice of Domestic Share Class Meeting was duly passed at the Domestic Share Class Meeting; the resolution set out in the Notice of H Share Class Meeting was duly passed at the H Share Class Meeting, and the resolution set out in the Notice of EGM was duly passed at the EGM, by way of poll held on 24 December 2015.

The Domestic Share Class Meeting, the H Share Class Meeting and the EGM were held 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, commencing from 10:00 a.m. in succession.

THE POLL RESULTS OF THE DOMESTIC SHARE CLASS MEETING

The poll results of the Domestic Share Class Meeting was as follows:

I	As Special Resolution	Number of Votes (%)	
		For	Against
	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 (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."	43,833,916 (100.00%) <i>(Note 1)</i>	0 (0.00%) <i>(Note 2)</i>

Notes:

1. Based on the total number of the votes attaching to the Domestic Shares held by the Independent Domestic Shareholders cast in person or by proxy at the Domestic Share Class Meeting.
2. Based on the total number of the votes attaching to all the Domestic Shares held by the Independent Domestic Shareholders.

As at the date of the Domestic Share Class Meeting, the total number of shares in issue of the Company was 1,287,544,116, comprising 750,976,116 Domestic Shares.

The number of shares entitling the holders to attend the Domestic Share Class Meeting was 750,976,116 and the number of shares entitling the holders to vote for or against the above resolution was 43,833,916 (being the number of the Domestic Shares held by the Independent Domestic Shareholders), and the number of shares entitling the holders to vote against the resolution only was nil. The Offerors and the parties acting in concert with any of them were required to, and did, abstain from voting at the Domestic Share Class Meeting in accordance with the Takeovers Code. There were no other restrictions imposed on any Domestic Shareholders to cast votes on the aforesaid resolution passed at the Domestic Share Class Meeting.

The Independent Domestic Shareholders and authorized proxies holding an aggregate of 43,833,916 Domestic Shares, representing approximately 100.00% of the total number of the votes attaching to all the Domestic Shares held by the Independent Domestic Shareholders were present at Domestic Share Class Meeting.

As more than 75% of the votes attaching to the Domestic Shares held by the Independent Domestic Shareholders present in person or by proxy were cast in favor of the resolution at the Domestic Share Class Meeting, and the number of votes cast against the resolution at the Domestic Share Class Meeting were not more than 10% of the votes attaching to all the Domestic Shares held by the Independent Domestic Shareholders, the special resolution was passed by way of poll at the Domestic Share Class Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code for the Delisting.

THE POLL RESULTS OF THE H SHARE CLASS MEETING

The poll results of the H Share Class Meeting was as follows:

I	As Special Resolution	Number of Votes (%)	
		For	Against
	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 (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.”	290,177,977 (99.93%) (Note 1)	189,000 (0.04%) (Note 2)

Notes:

1. Based on the total number of the votes attaching to the H Shares held by the Independent H Shareholders cast in person or by proxy at the H Share Class Meeting.
2. Based on the total number of votes attaching to all the H Shares held by the Independent H Shareholders.

As at the date of the H Share Class Meeting, the total number of shares in issue of the Company was 1,287,544,116, comprising 536,568,000 H Shares.

The number of shares entitling the holders to attend the H Share Class Meeting was 536,568,000 and the number of shares entitling the holders to vote for or against the above resolution was 535,146,575 (being the number of the H Shares held by the Independent H Shareholders), and the number of shares entitling the holders to vote against the resolution only was nil. The Offerors and the parties acting in concert with any of them were required to, and did, abstain from voting at the H Share Class Meeting in accordance with the Takeovers Code. There were no other restrictions imposed on any H Shareholders to cast votes on the aforesaid resolution passed at the H Share Class Meeting.

The Independent H Shareholders and authorized proxies holding an aggregate of 290,366,977 H Shares, representing approximately 54.26% of the total number of the votes attaching to all the H Shares held by the Independent H Shareholders were present at H Share Class Meeting.

As more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy were cast in favor of the resolution at the H Share Class Meeting, and the number of votes cast against the resolution at the H Share Class Meeting were not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, the special resolution was passed by way of poll at the H Share Class Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code for the Delisting.

THE POLL RESULTS OF THE EGM

The poll results of the EGM was as follows:

I	As Special Resolution	Number of Votes (%)	
		For	Against
	To consider and, if thought fit, to approve:	341,709,879	189,000
	“That:	(99.94%)	(0.03%)
	(a) the proposed withdrawal of listing of the H shares of the Company from the Stock Exchange; and	(Note 1)	(Note 2)
	(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.”		

Notes:

1. Based on the total number of the votes attaching to the Shares held by the Independent Shareholders cast in person or by proxy at the EGM.
2. Based on the total number of votes attaching to all the Shares held by the Independent Shareholders.

As at the date of the EGM, the total number of shares in issue of the Company was 1,287,544,116, comprising 750,976,116 Domestic Shares and 536,568,000 H Shares.

The number of shares entitling the holders to attend the EGM was 1,287,544,116 and the number of shares entitling the holders to vote for or against the above resolution was 578,980,491 (being the number of the Shares held by the Independent Shareholders), and the number of shares entitling the holders to vote against the resolution only was nil. The Offerors and the parties acting in concert with any of them were required to, and did, abstain from voting at the EGM in accordance with the Takeovers Code. There were no other restrictions imposed on any Shareholders to cast votes on the aforesaid resolution passed at the EGM.

The Independent Shareholders and authorized proxies holding an aggregate of 341,898,879 Shares, representing approximately 59.05% of the total number of the votes attaching to all the Shares held by the Independent Shareholders were present at the EGM.

As more than 75% of the votes attaching to the Shares held by the Independent Shareholders present in person or by proxy were cast in favor of the resolution at the EGM, and the number of votes cast against the resolution at the EGM were not more than 10% of the votes attaching to all the Shares

held by the Independent Shareholders, the special resolution was passed by way of poll at the EGM in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code for the Delisting.

Messrs. Deloitte Touche Tohmatsu, the auditor of the Company, have acted as the scrutineer and compared the poll results summary to the poll forms collected by the Company. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As all of the H Share Conditions have now been fulfilled or waived, the H Share Offer has become unconditional in all respects on 24 December 2015. As the H Share Offer has become unconditional in all respects and the Domestic Share Offer, which is subject to the H Share Offer becoming or being declared unconditional in all respects, the Domestic Share Offer has also become unconditional in all respects on 24 December 2015.

INTERESTS OF THE OFFERORS AND PARTIES ACTING IN CONCERT WITH THEM IN H SHARES

Immediately before the commencement of the Offer Period, the total number of Shares held, controlled or directed by the Offerors and parties acting in concert with them are 708,563,625 Shares (comprising 707,142,200 Domestic Shares and 1,421,425 H Shares), representing approximately 55.03% of the total issued Shares.

As at 4:30 p.m. on Thursday, 24 December 2015, valid acceptances under the H Share Offer had been received in respect of 470,792,403 H Shares (representing approximately 87.74% of the total issued H Shares), which results in the Offerors and parties acting in concert with them interesting in 1,179,356,028 Shares, representing approximately 91.60% of the total issued Shares.

Save as disclosed above, none of the Offerors and parties acting in concert with them held, controlled or directed any Shares or rights over the Shares prior to the commencement of the Offer Period, and the Offerors and parties acting in concert with them have not acquired or agreed to acquire any Shares or rights over the Shares during the Offer Period up to the date of this joint announcement. Neither the Offerors nor any parties acting in concert with them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to the date of this joint announcement.

THE H SHARE OFFER REMAINS OPEN FOR ACCEPTANCE

Independent H Shareholders are further advised that unless the H Share Offer is extended, the latest time and date for acceptance of the H Share Offer will be 4:00 p.m. on Thursday, 21 January 2016. If the H Share Offer is extended, further announcement will be made to that effect.

H Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of the acceptance procedures if they wish to accept the H Share Offer.

SETTLEMENT OF THE H SHARE OFFER

Settlement of the consideration payable in respect of valid acceptances of the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Registrar in respect of lost or unavailable H Share certificates) will be posted to the H Shareholders by ordinary post at their own risk as soon as possible, but in any event within 7 business days (as defined in the Takeovers Code) from the date of this joint announcement.

For H Shareholders who accept the H Share Offer after the date of this joint announcement and before the H Share Offer is closed, settlement of the consideration payable in respect of acceptances of the H Share Offer (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Registrar in respect of lost or unavailable H Share certificates) will be posted to the H Shareholders by ordinary post at their own risk as soon as possible, but in any event within 7 business days (as defined in the Takeovers Code) from the date of receipt of a fully completed Form of Acceptance by the Registrar in respect of the H Share Offer.

WITHDRAWAL OF LISTING AND LAST DAY OF TRADING

As the H Share Offer has become unconditional in all respects, the withdrawal of the listing of the H Shares on the Stock Exchange will be effective from 9:00 a.m. on Thursday, 7 January 2016. The last day of trading in the H Shares on the Stock Exchange will be Wednesday, 30 December 2015.

NO RIGHT OF COMPULSORY ACQUISITION

The Offerors have no rights under the laws of the PRC and the Articles of Association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects, and the H Shares are delisted from the Stock Exchange or any other exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Stock Exchange and the Company no longer subject to the requirements under the Listing Rules. In addition, the Company may or may not continue to be subject to the Takeovers Code after the completion of the Offers depending on whether it remains as a public company thereafter.

RESUMPTION OF TRADING IN THE H SHARES

At the request of the Company, trading in the H Shares on the Stock Exchange has been halted from 9:00 a.m. on Thursday, 24 December 2015 pending the release of this joint announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the H Shares on the Stock Exchange with effect from 9:00 a.m. on Monday, 28 December 2015.

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
24 December 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-yang (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.