

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)

7 January 2016

To the Independent H Shareholder(s)

Dear Sirs,

**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)**

* *for identification purposes only*

INTRODUCTION

Reference is made to (i) the announcement jointly issued by the Offerors and the Company dated 20 October 2015; (ii) the Composite Document jointly issued by the Offerors and the Company dated 9 November 2015; (iii) the announcement jointly issued by the Offerors and Company dated 9 November 2015 in relation to the despatch of the Composite Document; (iv) the announcement jointly issued by the Offerors and the Company dated 18 November 2015 in respect of grant of waivers by the SFC; (v) the announcement (the “**Poll Results Announcement**”) jointly issued by the Offerors and the Company dated 24 December 2015 in relation to the poll results of the Domestic Share Class Meeting, the H Share Class Meeting, and the EGM, as well as the Offers being declared unconditional in all respects; and (vi) the announcement issued by the Company dated 29 December 2015 in relation to the approval for the application of withdrawal of listing of the H Shares and last day of trading of the H Shares on the Stock Exchange.

Capitalized terms used herein have the same meanings as those defined in the Composite Document unless the context otherwise requires. Unless otherwise indicated, all references to time contained in this letter refer to Hong Kong time.

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

A published version of the Poll Results Announcement is enclosed for your reference. As disclosed in the Poll Results Announcement, the resolutions set out in the Notice of Domestic Share Class Meeting, the Notice of H Share Class Meeting and the Notice of EGM were duly passed at the Domestic Share Class Meeting, the H Share Class Meeting and the EGM respectively, by way of poll held on 24 December 2015.

OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As stated in the Poll Results Announcement, as all of the H Share Conditions have 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.

SUBSEQUENT OFFER PERIOD

In accordance with Rule 15.3 of the Takeovers Code, where the H Share Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. The Offerors will extend the 14-day period under Rule 15.3 of the Takeovers Code to 28 calendar days. **As such, Independent H Shareholders are further reminded that the H Share Offer will remain open for acceptance until 4:00 p.m. on Thursday, 21 January 2016 (unless it is extended in accordance with the terms and conditions of the H Share Offer and the Takeovers Code).** If the H Share Offer is extended, further announcement will be made to that effect.

APPROVAL FOR THE APPLICATION OF WITHDRAWAL OF LISTING OF THE H SHARES AND LAST DAY OF TRADING OF THE H SHARES ON THE STOCK EXCHANGE

The Company had applied to the Stock Exchange for the withdrawal of the listing of the H Shares from the Stock Exchange with effect from 9:00 a.m. on Thursday, 7 January 2016 (the “**Application**”). The Application has been approved by the Stock Exchange subject to the H Share Offer becoming unconditional, which took place on 24 December 2015.

The last day of trading of the H Shares on the Stock Exchange was Wednesday, 30 December 2015. Trading in the H Shares has been 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 and the H Shares will be delisted from the Stock Exchange from 9:00 a.m. on Thursday, 7 January 2016.

EXPECTED TIMETABLE

The expected timetable for the H Share Offer set out below is indicative and any changes to the timetable will be jointly announced by the Offerors and the Company.

Withdrawal of the listing of the H Shares from the

Stock Exchange 9:00 a.m. on Thursday, 7 January 2016

Latest time and date for the H Share Offer remaining

open for acceptance on Closing Date (*Note 1*) 4:00 p.m. on Thursday, 21 January 2016

Closing Date Thursday, 21 January 2016

Announcement of the results of the H Share Offer
as at the Closing Date on the website of
the Stock Exchange by 7:00 p.m. on Thursday, 21 January 2016

Latest date for posting of remittances for the amounts
due under the H Share Offer in respect of valid
acceptances received at or before the latest time
for acceptances of the H Share Offer
on the Closing Date (*Note 2*) Monday, 1 February 2016

Notes:

- (1) The Offerors reserve the right to extend the H Share Offer until such time and/or date as it may determine and in accordance with the Takeovers Code. The Offerors will issue an announcement, stating whether the H Share Offer has been revised or extended.
- (2) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within 7 business days of the later of the Unconditional Date and the date on which the H Shares are tendered for acceptance of the H Share Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the H Share Offer complete and valid. For this purpose, business days refers to the days on which the Stock Exchange is open for transaction of business.

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 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.

IMPORTANT NOTICE TO NOMINEES

If you act as a nominee for other persons who are the beneficial shareholders of the H Shares, please inform the relevant beneficial owners of the terms of the H Share Offer and the implications of not accepting the H Share Offer as set out above.

If you have already accepted the H Share Offer, please ignore this letter.

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

As at the date of this letter, 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 letter and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter (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 letter, the omission of which would make any statement in this letter 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 (蒙進暹) (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 letter and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter (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 letter, the omission of which would make any statement in this letter misleading.

** for identification purposes only*