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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

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)

CLOSING OF THE OFFERS AND RESULTS OF THE OFFERS

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*

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 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; (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; and (vii) the written notification jointly issued by the Offerors and the Company dated 7 January 2016 to the Independent H Shareholders in respect of the Closing Date and the implication of not accepting the H Share Offer.

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 joint announcement refer to Hong Kong time.

CLOSING OF THE OFFERS

The Offerors and the Company jointly announce that the Offers were closed at 4:00 p.m. on Thursday, 21 January 2016. The Offerors have not extended the Offers.

RESULTS OF THE OFFERS

As at 4:00 p.m. on Thursday, 21 January 2016, being the latest time and date for acceptance of the Offers, valid acceptances under the Offers had been received in respect of 562,698,294 Shares, representing approximately 43.70% of the total issued Shares as at the date of this joint announcement, in which:

- i. valid acceptances under the H Share Offer had been received in respect of 531,772,178 H Shares, representing approximately 99.11% of the total issued H Shares as at the date of this joint announcement.
- ii. valid acceptances under the Domestic Share Offer had been received in respect of 30,926,116 Domestic Shares, representing approximately 4.12% of the total issued Domestic Shares as at the date of this joint announcement.

INTERESTS OF THE OFFERORS AND PARTIES ACTING IN CONCERT WITH ANY OF 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 any of them are 708,563,625 Shares (comprising 707,142,200 Domestic Shares, representing approximately 94.16% of the total issued Domestic Shares, and 1,421,425 H Shares, representing approximately 0.26% of the total issued H Shares), representing approximately 55.03% of the total issued Shares.

As at 4:00 p.m. on Thursday, 21 January 2016, as a result of the valid acceptances as described in the section headed “Results of the Offers” above, the total number of Shares held, controlled or directed by the Offerors and parties acting in concert with any of them are 1,271,261,919 Shares (comprising 738,068,316 Domestic Shares, representing approximately 98.28% of the total issued Domestic Shares, and 533,193,603 H Shares, representing approximately 99.37% of the total issued H Shares), representing approximately 98.74% of the total issued Shares.

Except as disclosed above, none of the Offerors and parties acting in concert with any of 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 any of 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 any of 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.

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.

WITHDRAWAL OF LISTING AND LAST DAY OF TRADING

Listing of the H Shares has been withdrawn from the Stock Exchange with effect from 9:00 a.m. on Thursday, 7 January 2016. The last day of trading in the H Shares on the Stock Exchange was 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 did not accept the H Share Offer, they are holding securities that are not listed on the Stock

Exchange and the Company is 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 contents of this joint announcement.

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
21 January 2016

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 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.