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(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00980)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "AGM") of Lianhua Supermarket Holdings Co., Ltd. (the "Company") for the year 2010 will be held at 10:00 a.m. on Tuesday, 28 June 2011 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the People's Republic of China (the "PRC"), to consider and, if thought fit, pass the following ordinary resolutions and special resolutions:

ORDINARY RESOLUTIONS

1. To approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2010;
2. To approve the report of the supervisory committee of the Company for the year ended 31 December 2010;
3. To approve the consolidated audited financial statements of the Company and the report of the international auditors for the year ended 31 December 2010;
4. To approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend of RMB0.18 per share (including tax) of the Company for the year ended 31 December 2010;
5. To approve the appointment of Mr. Hua Guo-ping, Mr. Liang-wei, Ms. Xu Ling-ling, Ms. Cai Lan-ying and Mr. Tang Qi as the executive directors of the fourth session of the Board; Mr. Ma Xin-sheng, Mr. Xu Bo, Mr. Kazuyasu Misu, and Mr. Wong Tak Hung as the non-executive directors of the fourth session of the Board; Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, and Mr. Zhang Hui-ming as the independent non-executive directors of the fourth session of the Board, respectively (Note 1);
6. To approve the appointment of Mr. Chen Jian-jun, and Mr. Wang Long-sheng as the supervisors of the fourth session of the supervisory committee of the Company (Note 2);
7. To approve the proposed remuneration of each of the independent non-executive director of the fourth session of the Board as RMB150,000 (after taxation) per annum and the grant of authorization to the chairman of the fourth session of the Board to enter into letter of appointment with each of the independent non-executive director;

8. To approve the re-appointment of Shanghai Certified Public Accountants as the Company's PRC auditors and Deloitte Touche Tohmatsu as the Company's international auditors for the period from the conclusion of the annual general meeting of the Company for the year 2010 to the conclusion of the annual general meeting of the Company for the year 2011 and to authorise the Board to fix their respective remuneration; and
9. To consider and approve other matters, if any.

SPECIAL RESOLUTIONS

1. To approve the proposal relating to the bonus issue of the Company to the shareholders whose names appear on the register of members of the Company on the Record Date on the basis of 8 Shares to be issued for every 10 shares held by such Shareholders on the Record Date (i.e., 8 Bonus Domestic Shares, 8 Bonus Unlisted Foreign Shares or 8 Bonus H Shares to be issued to the Shareholders for every 10 Domestic Shares, every 10 Unlisted Foreign Shares or every 10 H Shares held by them on the Record Date, respectively), by way of capitalization of part of the Company's capital reserve fund.
2. To approve, subject to approval of special resolution numbered (1) above, the proposal relating to the increase of the registered capital of the Company from RMB622,000,000 to RMB1,119,600,000 as a result of the Bonus Issue.
3. To approve, subject to approval of special resolution numbered (1) above, the following proposed amendments to the articles of association of the Company and to authorize any two executive directors of the Board to make corresponding amendments to the Articles of Association in accordance with the opinions of the relevant regulatory authorities (Note 3):
 - (i) Article 21 of the articles of association of the Company; and
 - (ii) Article 25 of the articles of association of the Company.

By order of the Board
Xu Ling-ling
Company Secretary

Shanghai, the PRC, 13 May 2011

Notes:

1. Please refer to the circular of the Company dated 13 May 2011 for details of the candidates for directors.
2. Please refer to the circular of the Company dated 13 May 2011 for details of the candidates for supervisors.
3. Please refer to the circular of the Company dated 13 May 2011 for proposed amendments to the articles of association.

4. The H shares share register of the Company will be closed from Monday 30 May 2011 to Tuesday, 28 June 2011 (both days inclusive), during which no transfer of H shares of the Company (“H Shares”) will be effected. Any holders of H Shares, whose names appear on the Company’s Register of Members on Tuesday, 28 June 2011, are entitled to attend and vote at the AGM after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the AGM and to qualify for the final dividend for the year ended 31 December 2010 of the Company, persons holding H Shares shall lodge share transfer documents and the relevant share certificates with the H Shares share registrar not later than 4:30 p.m. on Friday, 27 May 2011.
5. The address of the Company’s share registrar for share transfer of H Shares in Hong Kong is as follow:

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

6. Holders of H Shares, domestic shares and unlisted foreign shares of the Company, who intend to attend the AGM, must complete the reply slips for attending the AGM and return them to the office of the secretary to the Board of the Company not later than 20 days before the date of the AGM. Details of the office of the secretary to the Board is as follow:

13th Floor
Bailian Central Plaza
1258 Zhen Guang Lu
Shanghai
The PRC
Tel: (8621) 5278 9576
Fax: (8621) 5279 7976

7. Each holder of H Shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the AGM. A proxy of a shareholder of the Company who has appointed more than one proxy may only vote on a poll. Each shareholder of the Company who wishes to appoint one or more proxies should first review the annual report of the Company for the year ended 31 December 2010.
8. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorisation, must be notarially certified.
9. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the AGM or any adjournment thereof in order for such documents to be valid.
10. Each holder of domestic shares of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in Renminbi (the “Domestic Shares”) and of unlisted foreign shares of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in foreign currency (the “Unlisted Foreign Shares”) is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the AGM. Notes (6) to (7) also apply to holders of Domestic Shares and Unlisted Foreign Shares, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board of the Company, the address of which is set out in Note (6) above, not less than 24 hours before the time for holding the AGM or any adjournment, thereof in order for such documents to be valid.

11. If a proxy attends the AGM on behalf of a shareholder of the Company, he should produce his identity card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the AGM, such legal representative should produce his identity card and valid documents evidencing his capacity as such legal representative. If a legal person share shareholder appoints a representative of the company other than its legal representative to attend the AGM, such representative should produce his identity card and an authorization instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.
12. The AGM is expected to last for half a day. Shareholders of the Company attending the AGM are responsible for their own transportation and accommodation expenses.
13. Unless otherwise defined herein, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 13 May 2011.

As at the date of this notice, the Directors are:

Executive Directors: Hua Guo-ping, Liang Wei, Xu Ling-ling, Cai Lan-ying and Tang Qi

Non-executive Directors: Ma Xin-sheng, Xu Bo, Kazuyasu Misu and Wong Tak Hung

Independent non-executive Directors: Lee Kwok Ming, Don, Zhang Hui-ming and Xia Da-wei