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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 2016 will be held at 10:00 a.m. on Monday, 12 June 2017 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 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 2016;
2. To approve the report of the supervisory committee of the Company (the “Supervisory Committee”) for the year ended 31 December 2016;
3. To approve the consolidated audited financial statements of the Company and the report of the international auditors for the year ended 31 December 2016;
4. To approve the profit distribution proposal of the Company for the year ended 31 December 2016 for not distributing final dividend;
5. 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 2016 to the conclusion of the annual general meeting of the Company for the year 2017 and to authorize the Board to fix their respective remuneration;
6. To approve the members of the sixth session of the Board (*Note 1*)
 - (i) To approve the appointment of Mr. Ye Yong-ming as a non-executive director of the sixth session of the Board;

- (ii) To approve the appointment of Ms. Xu Zi-ying as a non-executive director of the sixth session of the Board;
 - (iii) To approve the appointment of Ms. Qi Yue-hong as an executive director of the sixth session of the Board;
 - (iv) To approve the appointment of Mr. Zhang Ye as a non-executive director of the sixth session of the Board;
 - (v) To approve the appointment of Mr. Qian Jian-qiang as a non-executive director of the sixth session of the Board;
 - (vi) To approve the appointment of Ms. Zheng Xiao-yun as a non-executive director of the sixth session of the Board;
 - (vii) To approve the appointment of Mr. Wong Tak Hung as a non-executive director of the sixth session of the Board;
 - (viii) To approve the appointment of Mr. Xia Da-wei as an independent non-executive director of the sixth session of the Board;
 - (ix) To approve the appointment of Mr. Lee Kwok Ming, Don as an independent non-executive director of the sixth session of the Board;
 - (x) To approve the appointment of Ms. Sheng Yan as an independent non-executive director of the sixth session of the Board;
 - (xi) To approve the appointment of Mr. Zhang Jun as an independent non-executive director of the sixth session of the Board.
7. To approve the member of the sixth session of the supervisory committee of the Company (*Note 2*)
- (i) To approve the appointment of Mr. Lv Yong as a supervisor of the sixth session of the Supervisory Committee;
 - (ii) To approve the appointment of Ms. Tao Qing as a supervisor of the sixth session of the Supervisory Committee, and
8. To approve the proposed remuneration of each of the independent non-executive directors of the sixth session of the Board at RMB150,000 (after taxation) per annum and the grant of authorization to the chairman of the sixth session of the Board to enter into service contract or letter of appointment with each of the independent non-executive directors.

SPECIAL RESOLUTION

1. To approve the proposed amendments to Articles 21 of the articles of association of the Company, and to authorize any executive director of the board of directors of the Company to make such further amendments according to the opinions provided by the relevant approval authorities. *(Note 3)*

By order of the Board,
Ye Yong-ming
Chairman

Shanghai, the PRC, 27 April 2017

Notes:

1. Please refer to pages 7 to 16 of the circular of the Company dated 27 April 2017 for details of the candidates for directors.
2. Please refer to pages 17 to 18 of the circular of the Company dated 27 April 2017 for details of the candidates for supervisors.
3. Please refer to page 5 of the circular of the Company dated 27 April 2017 for details of proposed amendments to article 21 of the articles of association of the Company.
4. The H Shares share register of the Company will be closed from Friday, 12 May 2017 to Monday, 12 June 2017 (both days inclusive), during which no transfer of H Shares of the Company will be effected. Any holders of H Shares, whose names appear on the Company's Register of Members on Monday, 12 May 2017, 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, 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 Thursday, 11 May 2017.
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
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
6. Holders of H Shares of the Company, who intend to attend the AGM, must complete the reply slip for attending the AGM and return them to the office of the secretary to the board of directors 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 Floors
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.

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 authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
9. In the case of holder of H Shares of the Company, 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 (8) to (9) 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, 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. Shareholders shall produce their identity documents when attending the meeting. 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 shareholder 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.

As at the date of this notice, the directors of the Company are:

<i>Executive director:</i>	Qi Yue-hong
<i>Non-executive directors:</i>	Ye Yong-ming, Zhang Ye, Zhou Jing-bo, Qian Jian-qiang, Zheng Xiao-yun and Wong Tak Hung
<i>Independent non-executive directors:</i>	Xia Da-wei, Lee Kwok Ming, Don, Sheng Yan and Zhang Jun