WIN SHARE

新華文軒出版傳媒股份有限公司

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

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

(Stock Code: 811)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10:00 a.m. on Thursday, 15 December 2016 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**"), for the purpose of considering and, if thought fit, passing the following resolutions:

A circular (the "**Circular**") containing, among other things, details of the following resolutions will be despatched to the shareholders of the Company as soon as practicable.

AS ORDINARY RESOLUTIONS

"THAT:

1. the Proposal in Relation to Profit Distribution of the Company be considered and approved.

2. the change in auditors be considered and approved."

AS A SPECIAL RESOLUTION

"THAT:

3. the proposed amendments to the articles of association of the Company set out in the Circular be considered and approved and the board of directors of the Company (the "**Board**") be authorised to deal with, on behalf of the Company, all relevant applications, approvals, registrations, filings and other related procedures or issues arising from the amendments to the articles of association of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulators."

By Order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
He Zhiyong
Chairman

Sichuan, the PRC
27 October 2016

* *For identification purpose only*

Notes:

1. The register of members of H shares of the Company will be closed from Tuesday, 15 November 2016 to Thursday, 15 December 2016 (both days inclusive), during which period no transfer of H shares of the Company can be registered. In order to qualify the H shareholders to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 November 2016.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.

3. In order to be valid, the proxy form must be deposited by hand or post, for H shareholders of the Company, to the H share registrar of the Company, 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 EGM or any adjourned meetings or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the EGM.

5. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company no later than 4:30 p.m. on Thursday, 24 November 2016.

6. The EGM is expected to last for less than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.

7. The head office in the PRC of the Company is as follows: No. 6 Wenxuan Road, Shang Mao Avenue, Rong Bei, Jinniu District, Chengdu, Sichuan, the PRC (Postal code: 610081).

As at the date of this notice, the Board comprises (a) Mr. He Zhiyong, Mr. Luo Yong and Mr. Yang Miao as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Han Liyan, Mr. Chan Yuk Tong and Ms. Xiao Liping as independent non-executive Directors.