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 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (the "**AGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10 a.m. on Thursday, 25 May 2017 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolution(s):

AS ORDINARY RESOLUTIONS

1. To consider and approve the 2016 annual report of the Company.

2. To consider and approve the report of the Board of Directors (the "**Board**") of the Company for the year ended 31 December 2016.

3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2016.

4. To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2016.

5. To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2016.

6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors of the Company for the year 2017 with a term from after the AGM and ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.

* *For identification purposes only*

7. To consider and approve the election of Mr. Chao Hsun as a shareholder representative Supervisor of the Company with a term from immediately after the conclusion of the AGM and ending at the expiry of the current session of the Supervisory Committee, and to authorise the Board to fix his emoluments and determine the terms of the service contract.

8. To consider and approve the election of Mr. Han Xiaoming as a non-executive Director of the Company with a term from immediately after the conclusion of the AGM and ending at the expiry of the current session of the Board, and to authorise the Board to fix his emoluments and determine the terms of the service contract.

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
He Zhiyong
Chairman

Sichuan, the PRC, 7 April 2017

Notes:

1. The register of members of the Company will be closed from Tuesday, 25 April 2017 to Thursday, 25 May 2017 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration on or before 4:30 p.m. on Monday, 24 April 2017.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a Shareholder of the Company.

3. In order to be valid, the proxy form must be deposited by hand or by post by the holders of H Shares of the Company to the Company's H Shares Registrar, 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 (i.e. 10 a.m. on Wednesday, 24 May 2017) or not less than 24 hours before the time for the holding of any adjournment thereof 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 AGM or any adjournment thereof should you so wish.

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

5. H Shareholders who intend to attend the AGM shall complete the reply slip and return it by hand or by post to the Company's H Shares Registrar on or before 4:30 p.m. on Thursday, 4 May 2017.

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

7. The head office of the Company in the PRC is as follows: No. 6 Wenxuan Road, Rong Bei Shang Mao Avenue, 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 and Mr. Zhang Peng as non-executive Directors; and (c) Mr. Han Liyan, Mr. Chan Yuk Tong and Ms. Xiao Liping as independent non-executive Directors.