四川新華文軒連鎖股份有限公司
SICHUAN XINHUA WINSHARE CHAINSTORE 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 ("EGM") of Sichuan Xinhua Winshare Chainstore Co., Ltd ("**Company**") will be held at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China (the "PRC") on Tuesday, 16 October 2007 at 9:30 a.m. for the following purposes:

As ordinary resolution:

To consider and approve the election of Mr. Zhao Junhuai as Non-executive Director and to authorise the board ("**Board**") of Directors ("**Directors**") to fix his remuneration.

By order of the Board of
Sichuan Xinhua Winshare Chainstore Co., Ltd.
GONG Cimin
Chairman

Sichuan, the PRC, 27 August 2007

Please see note 8 below for the biographical details of Mr. Zhao Junhuai.

Notes:

1. The register of members of the Company will be closed from 17 September 2007 to 16 October 2007 (both days inclusive), during which no transfer of shares of the Company can be registered.

2. Holders of domestic shares and H shares whose names appear on the register of members of the Company at 4:30 p.m. on 14 September 2007 are entitled to attend and vote at the EGM and may appoint one or more proxies to attend and, in the event of a poll, 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 holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and for holders of domestic shares of the Company, to the registered office of the Company not less than 24 hours before the time for holding the EGM 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 you 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 (for holders of H shares of the Company) or to the business office of the Company (for holders of the domestic shares of the Company) on or before 25 September 2007.

6. The EGM is expected to take one hour. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

7. The business office of the Company is as follows:

   No. 6 Wenxuan Road
   Shang Mao Avenue, ChengBei
   Chengdu, Sichuan 610081
   People's Republic of China

8. Subject to retirement by rotation and re-election in accordance with the articles of association of the Company, the term of Mr. Zhao Junhuai as Director shall commence on the conclusion of the EGM and expire on 16 October 2010. Brief biographical details of Mr. Zhao Junhuai nominated and recommended by the Board to be elected and appointed at the EGM are set out below.

   Mr. Zhao Junhuai, aged 40, is a proposed Non-executive Director. Mr. Zhao is currently the vice-chairman of Chengdu Hua Sheng (Group) Industry Company Limited, a promoter of the Company. Prior to joining Chengdu Hua Sheng (Group) Industry Company Limited, Mr. Zhao was the vice-head of the committee of Chengdu Economic Development Zone, the president of the eighth sub-branch of Sichuan branch of China Construction Bank and the deputy general manager of the International Business Department of the Sichuan Branch of China Construction Bank.

   Mr. Zhao obtained a bachelor's degree in agricultural economic management (農經管理本科) at Sichuan Agricultural University (四川農業大學) in 1990. He also obtained a master's degree in finance (金融碩士) and PhD in financial investment (財政投資博士) at Southwest University of Finance (西南財經大學) in 1995 and 2002 respectively.

   During the three years prior to the date of this notice, Mr. Zhao did not hold any position in other listed companies.

   It is currently intended that Mr. Zhao will enter into a service contract with the Company. The amount of emoluments payable to Mr. Zhao will not exceed RMB30,000.00 per annum and will be determined by the Board as authorised by the shareholders at the EGM.

   As at the date of this notice, Mr. Zhao does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, other than the relationship arising from his being a non-executive Director and the vice-chairman of Chengdu Hua Sheng (Group) Industry Company Limited, nor does he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

   Save as disclosed above, Mr. Zhao has confirmed that there is no other matter that need to be brought to the attention of the holders of securities of the Company, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to his appointment stated herein.

9. As at the date of this notice, the Board comprises (a) Gong Cimin, Dai Chuanping, Yang Miao and Zhang Yexin as executive Directors; (b) Wang Jianping, She Jingping, Li Jiawei, Wu Qiang and Mo Shixing as non-executive Directors; and (c) Han Xiaoming, Cheng Sanguo and Chan Yuk Tong as independent non-executive Directors.

* *For identification purposes only*