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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting ("AGM") of Sichuan Xinhua Winshare Chainstore Co., Ltd (the "Company") will be held at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China (the "PRC") on Friday, 20 June 2008 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2007;

2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2007;

3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2007;

4. To consider and approve the profit distribution plan and the declaration of a final dividend for the year ended 31 December 2007;

5. To consider and approve the re-appointment of ShineWing Certified Public Accountants as the PRC auditors and Ernst & Young as the international auditors of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration;

6. To consider and approve the remunerations of the directors and supervisors of the Company for the year ended 31 December 2007.

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

Sichuan, the PRC, 30 April 2008

Notes:

1. The register of members of the Company will be closed from 20 May 2008 to 20 June 2008 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify for the final dividend and attendance at the AGM, 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 holders of H shares of the Company) or the head office in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on 19 May 2008.

2. Holders of domestic shares and H shares whose names appear on the register of members of the Company on 20 June 2008 are entitled to receive the final dividend.

3. 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 behalves. A proxy need not be a member of the Company.

4. 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 Rooms 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 head office in the PRC of the Company not less than 24 hours before the time for holding the AGM 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 adjourned meetings should you so wish.

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

6. Shareholders who intend to attend the AGM 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 head office in the PRC of the Company (for holders of the domestic shares of the Company) on or before 31 May 2008.

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

8. The head office in the PRC of the Company is as follows:

   No. 6 Wenxuan Road
   Shang Mao Avenue, Cheng Bei
   Chengdu, Sichuan 610081
   PRC

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, Mo Shixing and Zhao Junhuai as non-executive Directors; and (c) Han Xiaoming, Cheng Sanguo and Chan Yuk Tong as independent non-executive Directors.

* *For identification purposes only*