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 (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 Wednesday, 30 July 2008 at 9:30 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To consider and approve the re-election of Mr. Gong Cimin as executive director of the Company.

2. To consider and approve the election of Mr. Zhang Bangkai as executive director of the Company.

3. To consider and approve the re-election of Ms. Wang Jianping as non-executive director of the Company.

4. To consider and approve the election of Mr. Zhang Chengxing as non-executive director of the Company.

5. To consider and approve the re-election of Mr. Li Jiawei as non-executive director of the Company.

6. To consider and approve the election of Mr. Luo Jun as non-executive director of the Company.

7. To consider and approve the election of Mr. Yu Changjiu as non-executive director of the Company.

8. To consider and approve the re-election of Mr. Wu Qiang as non-executive director of the Company.

9. To consider and approve the re-election of Mr. Mo Shixing as non-executive director of the Company.

10. To consider and approve the re-election of Mr. Zhao Junhuai as non-executive director of the Company.

11. To consider and approve the re-election of Mr. Han Xiaoming as independent non-executive director of the Company.

12. To consider and approve the re-election of Mr. Cheng Sanguo as independent non-executive director of the Company.

13. To consider and approve the re-election of Mr. Chan Yuk Tong as independent non-executive director of the Company.

14. To consider and approve the election of Mr. Xiao Changjiu as supervisor of the Company.

15. To consider and approve the re-election of Mr. Peng Xianyi as supervisor of the Company.

16. To consider and approve the election of Mr. Xu Yuzheng as supervisor of the Company.

17. To consider and approve the election of Ms. Dai Wen as supervisor of the Company.

18. To consider and approve the re-election of Mr. Fu Daiguo as independent supervisor of the Company.

19. To consider and approve the re-election of Mr. Li Guangwei as independent supervisor of the Company.

20. To authorise the board of directors of the Company to fix the remuneration of the members of the board of directors and supervisory committee of the Company in the second session.

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

Sichuan, the PRC, 13 June 2008

Notes:

1. The register of members of the Company will be closed from 30 June 2008 to 29 July 2008 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify 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 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 27 June 2008.

2. Shareholders who are entitled to attend and vote at the EGM 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 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 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 head office in the PRC of the Company (for holders of the domestic shares of the Company) on or before 10 July 2008.

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 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*