THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 四川新華文軒連鎖股份有限公司 (Sichuan Xinhua Winshare Chainstore Co., Ltd.*), you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

WIN SHARE

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)

ELECTION OF THE BOARD OF DIRECTORS IN THE SECOND SESSION, ELECTION OF THE SUPERVISORY COMMITTEE IN THE SECOND SESSION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of 四川新華文軒連鎖股份有限公司 (Sichuan Xinhua Winshare Chainstore Co., Ltd.*) to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China on Wednesday, 30 July 2008 at 9:30 a.m. was published on 13 June 2008. The said notice is set out on pages 23 to 25 in this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same, for holders of H shares of the Company, to the H share registrar of the Company in Hong Kong, 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 as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting(s) if they so wish.

* *For identification purposes only*

13 June 2008

CONTENTS

Page

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Articles" or "Articles of Association"	the articles of association of the Company, as amended from time to time
"Board of Directors"	the board of Directors
"China" or "PRC"	the People's Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
"Company"	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 PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Domestic Shares"	ordinary shares in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in RMB by PRC nationals and/or PRC incorporated entities
"EGM"	the extraordinary general meeting of the Company to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the PRC on Wednesday, 30 July 2008 at 9:30 a.m.
"Group"	the Company and its subsidiaries
"H Shares"	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	11 June 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising both Domestic Shares and H Shares

"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisors of the Company
"Supervisory Committee" or "Board of Supervisors"	the supervisory committee of the Company
"RMB"	Renminbi, the lawful currency of the PRC

* *For identification purposes only*

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)

Executive Directors:
Gong Cimin *(Chairman)*
Dai Chuanping *(Vice Chairman)*
Yang Miao
Zhang Yexin

Non-Executive Directors:
Wang Jianping
She Jingping
Li Jiawei
Wu Qiang
Mo Shixing
Zhao Junhuai

Independent Non-executive Directors:
Han Xiaoming
Cheng Sanguo
Chan Yuk Tong

Registered office in the PRC:
12th Floor, No. 86 Section One
People's South Road
Qingyang District
Chengdu, Sichuan
PRC

Head office in the PRC:
No. 6 Wenxuan Road
Shang Mao Avenue
Cheng Bei
Chengdu, Sichuan 610081
PRC

Principal place of business in Hong Kong:
8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

13 June 2008

To the Shareholders,

Dear Sir or Madam,

ELECTION OF THE BOARD OF DIRECTORS IN THE SECOND SESSION, ELECTION OF THE SUPERVISORY COMMITTEE IN THE SECOND SESSION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 20 April 2008 regarding the postponement of re-election and/or appointment of Directors and Supervisors. The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM relating to (i) the election of the Board of Directors in the second session; (ii) election of the Supervisory Committee in the second session; and (iii) fixing the remuneration of the Directors and Supervisors.

* *For identification purposes only*

The Board of Directors in the second session shall comprise 13 Directors, comprising 2 executive Directors, 8 non-executive Directors and 3 independent non-executive Directors, while the Supervisory Committee in the second session shall comprise 9 Supervisors, including 4 Supervisors representing the Shareholders, 2 independent Supervisors and 3 Supervisors representing the staff and workers of the Company. Pursuant to the Articles of Association and the laws of the PRC, the term of office of each Director and Supervisor shall commence from the date of his/her appointment until expiry of the relevant session of each of the Board of Directors and Supervisory Committee. Upon expiry of the relevant session, all Directors and Supervisors, being eligible, may offer themselves for re-election.

The Directors and Supervisors (excluding Supervisors representing the staff and workers of the Company) of the second session will be elected at the EGM. The term of the Board of Directors and the Supervisory Committee in the second session will be for a period of three years which is proposed to commence on 31 July 2008 and expire on 30 July 2011. The Supervisors representing the staff and workers of the Company will be elected by the staff and workers of the Company democratically.

ELECTION OF THE BOARD OF DIRECTORS IN THE SECOND SESSION

The proposed candidates of the Board of Directors in the second session are nominated by the Shareholders and the Nomination Committee of the Company. Mr. Gong Cimin (Chairman), Ms. Wang Jianping, Mr. Li Jiawei, Mr. Wu Qiang, Mr. Mo Shixing, Mr. Zhao Junhuai, Mr. Han Xiaoming, Mr. Cheng Sanguo and Mr. Chan Yuk Tong are members of the Board of Directors in the first session and have been nominated as candidates for re-election as members of the Board of Directors in the second session. Mr. Zhang Bangkai, Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Yu Changjiu are newly nominated candidates for election as members of the Board of Directors in the second session. Mr. Luo Jun is currently a Supervisor in the first session.

The election of the above candidates will be presented individually to the Shareholders for voting at the EGM. Brief biographical details of all the above candidates are set out in Appendix I to this circular.

Mr. Dai Chuanping (Vice Chairman), Mr. Yang Miao, Mr. Zhang Yexin and Mr. She Jingping, who are members of the Board of Directors in the first session, have not been re-nominated as candidates for re-election as members of the Board of Directors in the second session.

ELECTION OF THE SUPERVISORY COMMITTEE IN THE SECOND SESSION

Mr. Peng Xianyi, Mr. Fu Daiguo and Mr. Li Guangwei are members of the Supervisory Committee in the first session and have been nominated as candidates for re-election as members of the Supervisory Committee in the second session. Mr. Xiao Changjiu, Mr. Xu Yuzheng and Ms. Dai Wen are newly nominated candidates for election as members of the Supervisory Committee in the second session.

Ms. Lan Hong, Ms. Liu Nan and Mr. Li Qiang, who are Supervisors representing the staff and workers of the Company and members of the Supervisory Committee in the first session, will or will not be nominated individually or collectively for re-election as members of the Supervisory Committee in the second session at a separate meeting to be held by the staff and workers of the Company.

The election of the above candidates (excluding Supervisors representing the staff and workers of the Company) will be presented individually to the Shareholders for voting at the EGM. Brief biographical details of all the above candidates (excluding Supervisors representing the staff and workers of the Company) are set out in Appendix II to this circular.

Mr. Luo Jun is one of the newly nominated candidates for election as members of the Board of Directors in the second session. Mr. Luo Jun, Mr. Li Yunyi and Mr. Wang Feng, who are members of the Supervisory Committee in the first session, have not been re-nominated as candidates for re-election as members of the Supervisory Committee in the second session.

EXTRAORDINARY GENERAL MEETING

The notice convening the EGM is set out on pages 23 to 25 in this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same, for holders of H Shares, to the H share registrar of the Company in Hong Kong, 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, to the head office in the PRC of the Company as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) thereof should you so wish.

Pursuant to the Articles of Association, at any general meeting a resolution shall be decided on a show on hands unless a poll is (before or after any vote by show of hands) demanded:

- by the chairman of the meeting;
- by at least two Shareholders entitled to vote present in person or by proxy; or
- by one or more Shareholders present in person or by proxy and representing 10% or more of all Shares carrying the right to vote at the meeting.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the EGM are in the best interests of the Company, and accordingly, recommend all Shareholders to vote in favour of the same.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board of Directors
Sichuan Xinhua Winshare Chainstore Co., Ltd.*
Gong Cimin
Chairman

* *For identification purposes only*

Set out below are the brief biographical details of the candidates of the Board of Directors in the second session:

EXECUTIVE DIRECTORS

Mr. Gong Cimin (龔次敏), aged 53, is a proposed executive Director of the second session. Mr. Gong was first appointed as a Director with effect from 11 June 2005 and was designated chairman of the Company on 14 September 2006. His designation as an executive Director was formalised on 22 April 2007. Mr. Gong is a council member of the China Book Publication Industry Association (中國書刊發行協會) and the China Xinhua Bookstore Association. In December 1972, Mr. Gong started his career as a sales clerk at Chengdu City Xinhua Bookstore (成都市新華書店), a member of the China Xinhua Bookstore Association under Sichuan Province Xinhua Bookstore's management and was subsequently promoted to deputy manager and general manager in 1984 and 1988 respectively. He became the party secretary of Chengdu City Xinhua Bookstore in October 1994. Mr. Gong joined Sichuan Xinhua Publishing Group Co. Ltd. ("**Sichuan Xinhua Publishing Group**"), a promoter and a controlling shareholder of the Company, in December 2003 and worked as the head of the Chengdu City Management Centre (成都市管理中心) until April 2005. Mr. Gong served as the general manager and then vice chairman of the Company from June 2005 to April 2006. He has been chairman of the Company since September 2006. Mr. Gong was the vice president of Sichuan Xinhua Publishing Group from January 2006 to February 2007 and was designated its chairman on 25 February 2007. Mr. Gong has over 34 years of extensive experience in administration and business management in relation to the publishing industry.

Mr. Gong obtained a master's level course completion certificate in economics and business administration from Sichuan University (四川大學) in July 2002. Mr. Gong is also an economist.

During the three years prior to the Latest Practicable Date, Mr. Gong did not hold any position in other listed companies.

Mr. Gong will enter into a service contract with the Company. The amount of emoluments payable to Mr. Gong will be RMB310,000 (including tax) per annum, subject to annual adjustment and a discretionary management bonus to be determined by the Board of Directors or the relevant committee of the Board of Directors by reference to the performance of the Company and Mr. Gong. The payment of the discretionary management bonus is subject to the approval of the Shareholders.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gong did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Gong has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Zhang Bangkai (張邦凱), aged 56, is a proposed executive Director of the second session. Between the period of May 1985 and November 2003, Mr. Zhang was the secretary of General Office of Sichuan Party Committee, deputy chief officer of General Office of Standing Committee, deputy chief officer of General Office of Sichuan Party Committee, and deputy chief secretary and chief officer of the Standing Committee of the Chinese People's Political Consultative Conference Sichuan Province (中國人民政治協商會議四川省委員會副秘書長及辦公廳主任). He joined Sichuan Publication Group, a promoter and a shareholder of the Company, in 2003 and was the general manager of Sichuan Publication Group and deputy chief officer of management committee of Sichuan Publication Group and still holds that position. Mr. Zhang has over 24 years of experience in administration management.

Mr. Zhang graduated from Sichuan University (四川大學) in August 1978, majoring in Chinese Language and obtained the diploma of completion of master's degree course in investment and management from China Academy of Social Sciences in February 1998.

During the three years prior to the Latest Practicable Date, Mr. Zhang did not hold any position in other listed companies.

Mr. Zhang will enter into a service contract with the Company. The amount of emoluments payable to Mr. Zhang will be RMB300,000 (including tax) per annum, subject to annual adjustment and a discretionary management bonus to be determined by the Board of Directors or the relevant committee of the Board of Directors by reference to the performance of the Company and Mr. Zhang. The payment of the discretionary management bonus is subject to the approval of the Shareholders.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

NON-EXECUTIVE DIRECTORS

Ms. Wang Jianping (王建平), aged 53, is a proposed non-executive Director of the second session. Ms. Wang was first appointed as a non-executive Director with effect from 11 June 2005 and her designation as a non-executive Director was formalised on 22 April 2007. Ms. Wang worked as a deputy head (副主任) editor of "Hong Ling Jin" magazine (《紅領巾雜誌》) in 1984. She joined Sichuan Youth and Children Press, a promoter and a shareholder of the Company, and worked as a chief officer (主任), an editor, and a vice president (副社長) starting from 1988, 1992, and 1994 respectively. Prior to joining the Company, Ms. Wang was appointed as president of Sichuan Youth and Children Press in May 2004 and still holds that position. Ms. Wang has more than 29 years of experience in the publishing and book distribution industries. Ms. Wang is also a member of the audit committee of the Company.

Ms. Wang graduated from Sichuan Normal Institute (四川師範學院) majoring in Chinese literature in 1984.

During the three years prior to the Latest Practicable Date, Ms. Wang did not hold any position in other listed companies.

Ms. Wang will sign a letter of appointment with the Company. The amount of emoluments payable to Ms. Wang will be RMB50,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wang did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did she have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wang has confirmed that there are no matters 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 Listing Rules in relation to her proposed appointment stated herein.

Mr. Zhang Chengxing (張成行), aged 50, is a proposed non-executive Director of the second session. Mr. Zhang has been the vice president of Sichuan Xinhua Publishing Group since January 2006. Mr. Zhang was the chief officer and deputy director of the press publication department of the Publicity Office of Sichuan Party Committee (中共四川省委宣傳部新聞出版處) from 1989 to 1998, and was the director of the publishing department of the Publicity Office of Sichuan Party Committee on April 1998. Mr. Zhang has extensive knowledge in media management and has over 19 years of experience in the publishing distribution management.

Mr. Zhang graduated from Sichuan Nanchong Teachers College (四川南充師範學院) in September 1984, majoring in Chinese Language and obtained a master diploma in law from Sichuan Provincial Communist Party School (四川省委黨校).

During the three years prior to the Latest Practicable Date, Mr. Zhang did not hold any position in other listed companies.

Mr. Zhang will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Zhang will be RMB50,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Li Jiawei (李家巍), aged 52, is a proposed non-executive Director of the second session. Mr. Li was first appointed as a non-executive Director with effect from 11 June 2005 and his designation as a non-executive Director was formalised on 22 April 2007. Mr. Li joined the Company in June 2005, and he is currently the vice president and general manager of Liaoning Publication Group Company Limited, a promoter and a shareholder of the Company, and a director of Liaoning Publication Media Company Limited, a company listed on the Shanghai Stock Exchange (stock code: 601999.SH).

Mr. Li completed a master's degree course in economic management at Liaoning Provincial Government Chinese Communist Party School (中共遼寧省委黨校) in July 1997.

Save as disclosed above, during the three years prior to the Latest Practicable Date, Mr. Li did not hold any position in other listed companies.

Mr. Li will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Li will be RMB40,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Luo Jun (羅軍), aged 42, is a proposed non-executive Director of the second session. Mr. Luo has been a Supervisor since 20 April 2006, and has been elected as the chairman of the Supervisory Committee since May 2006. Mr. Luo's term of office as a Supervisor and the chairman of the Supervisory Committee will expire on 30 July 2008. Mr. Luo joined Sichuan Xinhua Publishing Group and was appointed the vice president of Sichuan Xinhua Publishing Group in January 2006. Prior to joining Sichuan Xinhua Publishing Group, Mr. Luo had extensive work experience in the Sichuan Province Press and Publication Bureau. He was the secretary of the directly administered entities youth league committee (直屬機關團委書記), deputy head and head of the personnel education department (人事教育處副處長) from 1990 to 2006. He was appointed as chief officer of the training centre of Sichuan Province Press and Publication Bureau (四川省新聞出版局培訓中心主任) in November 2001. Mr. Luo has over 21 years of experience in the publishing industry, corporate management and administrative management of government.

Mr. Luo graduated from Shaanxi Institute of Finance and Economics (陝西財經學院) with a bachelor's degree majoring in material, economics and management in July 1987. He completed a master's degree course in economics management at the Central Chinese Communist Party School (中央黨校) in July 2001.

During the three years prior to the Latest Practicable Date, Mr. Luo did not hold any position in other listed companies.

Mr. Luo will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Luo will be RMB50,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Luo did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Luo has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Yu Changjiu (余長久), aged 51, is a proposed non-executive Director of the second session. Mr. Yu was the Secretary of County Party Committee of Jiulong County, Sichuan, the deputy head of Spiritual Civilization Office of Sichuan Province (四川省精神文明辦) and deputy director of Publicity Office of Sichuan Party Committee from September 1992 to August 2001. He joined Sichuan Daily Newspaper Group, a promoter and a shareholder of the Company, in 2001 and was the deputy secretary of party committee and general manager until March 2003. Mr. Yu was appointed as the secretary, chairman and general manager of Sichuan Daily Newspaper Group and president of Sichuan Daily Newspaper in March 2003 and still holds those positions. Mr. Yu is also the chairman of Chengdu Jianchuan Real Estate Co., Ltd., Sichuan Anren Town Laogongguan Cultural Development Co., Ltd. (四川安仁鎮老公館文化發展有限公司), Sichuan Xin Wen Newspapers and Periodicals Distribution Company Limited, all of which are controlled by Sichuan Daily Newspaper Group. Mr. Yu has over 12 years of experience in the press and publishing industry and media industry operation and management.

Mr. Yu graduated from Sichuan University in 1983, majoring in Economics. Mr. Yu is also a senior political worker.

During the three years prior to the Latest Practicable Date, Mr. Yu did not hold any position in other listed companies.

Mr. Yu will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Yu will be RMB50,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yu has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Wu Qiang (武強), aged 43, is a proposed non-executive Director of the second session. Mr. Wu was first appointed as a non-executive Director with effect from 11 June 2005 and his designation as a non-executive Director was formalised on 22 April 2007. Mr. Wu became a director of Chengdu Hua Sheng (Group) Industry Company Limited ("**Chengdu Hua Sheng Group**"), a promoter and a shareholder of the Company, in 1999, and was also a director of Chengdu Hua Sheng Industrial Shu Du Garden Project Development Company Limited (成都華盛實業蜀都花園項目開發有限公司), a subsidiary of Chengdu Hua Sheng Group. Prior to joining Chengdu Hua Sheng Group, Mr. Wu worked for Chengdu City Construction No. 5 Company (成都市建築第五公司) and the Political Affairs Service Centre of Chengdu City (成都市政務服務中心). Mr. Wu has more than 20 years of experience in business management and administration.

During the three years prior to the Latest Practicable Date, Mr. Wu did not hold any position in other listed companies.

Mr. Wu will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Wu will be RMB40,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wu has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Mo Shixing (莫世行), aged 60, is a proposed non-executive Director of the second session. Mr. Mo was first appointed as a non-executive Director with effect from 11 June 2005 and his designation as a non-executive Director was formalised on 22 April 2007. Prior to joining Sichuan Publication Group in November 2003 where he acted as party secretary and chief officer of management committee, Mr. Mo joined Sichuan Province Press and Publication Bureau in August 1994 and was appointed as deputy party secretary and deputy director and was in charge of the publishing, distribution and printing departments as well as the human resources department. In addition, Mr. Mo is the chairman of Sichuan Shang Rui Education Book Limited Liability Company (四川上瑞教育圖書有限責任公司). Mr. Mo has 14 years of experience in relation to the publishing industry and business management.

Mr. Mo graduated from Harbin Industrial University (哈爾濱工業大學) with a bachelor's degree majoring in liquid pressure technology in the Department of Power Engineering (動力工程系液壓技術專業) in 1982.

During the three years prior to the Latest Practicable Date, Mr. Mo did not hold any position in other listed companies.

Mr. Mo will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Mo will be RMB40,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Mo did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Mo has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Zhao Junhuai (趙俊懷), aged 40, is a proposed non-executive Director of the second session. Mr. Zhao was first appointed as a non-executive Director with effect from 16 October 2007 and his designation as a non-executive Director was formalised on 16 October 2007. Mr. Zhao is currently the vice-chairman of Chengdu Hua Sheng Group. Prior to joining Chengdu Hua Sheng Group, 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 a PhD degree 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 Latest Practicable Date, Mr. Zhao did not hold any position in other listed companies.

Mr. Zhao will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Zhao will be RMB50,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhao did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Han Xiaoming (韓小明), aged 55, is a proposed independent non-executive Director of the second session. Mr. Han was first appointed as an independent non-executive Director with effect from 11 June 2005 and his designation as an independent non-executive Director was formalised on 22 April 2007. Mr. Han is also a member of the audit committee of the Company.

Mr. Han graduated from People's University of China majoring in politics and economics in 1983, where he is currently a professor in the Department of Economics. He was also the associate dean of the China Economic Reform and Development Research Institute (中國經濟改革與發展研究院).

Mr. Han was involved in several research projects organised by the Department of Propaganda, General Administration of Press and Publication of the PRC ("**GAPP**"), the Joint Research and Study Committee for Higher Education Press Reform of the Ministry of Education (教育部高校出版社改革聯合調研組) and GAPP's Publication System Reform Research and Study Group (新聞出版總署發行體制改革調研組) and has published a number of related research reports and papers. He was a panel member of the State Review Committee for Major Publication Projects (國家重大出版工程評審組) and the State Review Committee for Science and Technology Fundamental Platform Projects of the Ministry of Science and Technology (科技部國家科技基礎條件平臺項目評審組). Mr. Han is currently a member of the Expert Committee on Telecommunication Economic and Management of the Ministry of Information Industry (信息產業部電信經濟和電信管理專家委員會). Mr. Han has been a consultant on many projects in relation to asset restructuring and strategy development. He was involved in the strategic development project of Beiren Group Corporation (北人集團公司). He also participated in a research and study project of Zhongguancun Technology Zone in Beijing (北京市中關村科技園區).

During the three years prior to the Latest Practicable Date, Mr. Han did not hold any position in other listed companies.

Mr. Han will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Han will be RMB140,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Han did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Han has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Cheng Sanguo (程三國), aged 45, is a proposed independent non-executive Director of the second session. Mr. Cheng was first appointed as an independent non-executive Director on 20 April 2006 and his designation as an independent non-executive Director was formalised on 22 April 2007. Mr. Cheng was the founder of China Book Business Report (中國圖書商報) in 1995 where he served as chief editor and executive deputy president (常務副社長) until December 2005. Currently, Mr. Cheng is the general manager of Beijing Xinliugan Cultural Communications Co., Ltd (北京新六感文化傳播有限公司), and has been a member of the editorial committee of Publishing Research Quarterly (US) (出版研究季刊), and a strategy consultant and expert panelist for several publishing presses and an executive committee member of the China Periodicals Associations (中國期刊協會). Mr. Cheng is an expert lecturer at the Cultural Industry Research Institute of Beijing University (北京大學文化產業研究所). Mr. Cheng has more than 18 years of experience in the publishing industry and business management.

Mr. Cheng graduated from Wuhan University (武漢大學) in July 1985, majoring in library science and obtained his master's degree from Wuhan University in September 1988.

During the three years prior to the Latest Practicable Date, Mr. Cheng did not hold any position in other listed companies.

Mr. Cheng will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Cheng will be RMB110,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheng did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheng has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Chan Yuk Tong (陳育棠), aged 45, is a proposed independent non-executive Director of the second session. Mr. Chan was first appointed as an independent non-executive Director on 20 April 2006 and his designation as an independent non-executive Director was formalised on 22 April 2007. Mr. Chan is also the chairman of the audit committee and a member of the remuneration and review committee of the Company.

Mr. Chan obtained his bachelor's degree in commerce from the University of Newcastle in Australia in 1985 and a master's degree in business administration from the Chinese University of Hong Kong in 2005. Mr. Chan is a practicing fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Chan joined Ernst & Young in November 1988, and was appointed an audit principal in 1994. Mr. Chan joined G2000 (Apparel) Limited in 2000 and worked as a finance director and sales director from August 2000 to October 2003 and from October 2003 to May 2004, respectively. Currently, Mr. Chan is the deputy head of the accounting and finance department of Dongfeng Motor Group Company Limited (which is listed on the Stock Exchange, stock code: 489). Mr. Chan currently also holds directorships in the following publicly listed companies:

Name of company	Stock code	Title
Vitop Bioengery Holdings Limited	Hong Kong Stock Exchange: 1178	Non-executive director
Carico Holdings Limited	Hong Kong Stock Exchange: 729	Independent non-executive director
Daisho Microline Holdings Limited	Hong Kong Stock Exchange: 567	Independent non-executive director
Kam Hing International Holding Limited	Hong Kong Stock Exchange: 2307	Independent non-executive director
BYD Electronic (International) Company Limited	Hong Kong Stock Exchange: 285	Independent non-executive director
Anhui Conch Cement Company Limited	Hong Kong Stock Exchange: 914 Shanghai Stock Exchange: 600585	Independent non-executive director
Global Sweeteners Holdings Limited	Hong Kong Stock Exchange: 3889	Independent non-executive director

In addition, Mr. Chan was an executive director of Tak Sing Alliance Holdings Limited (which is listed on the Stock Exchange, stock code: 126), a director of Luks Industrial (Group) Limited (now known as Luks Group (Vietnam Holdings) Company Limited, which is listed on the Stock Exchange, stock code: 366), and a director of World Trade Bun Kee Ltd. (now China Pipe Group Limited, which is listed on the Stock Exchange, stock code: 380). Mr. Chan has more than 21 years of experience in auditing, accounting, management consultancy and financial advisory services. Save as disclosed above, during the three years prior to the Latest Practicable Date, Mr. Chan did not hold any position in other listed companies.

Mr. Chan will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Chan will be RMB190,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Set out below are the brief biographical details of the candidates of the Supervisory Committee in the second session (excluding Supervisors representing the staff and workers of the Company):

SUPERVISORS REPRESENTING THE SHAREHOLDERS

Mr. Xiao Changjiu (肖長久), aged 58, is a proposed Supervisor of the second session. Mr. Xiao joined People's Liberation Army of China in March 1969 and worked in the publicity team of Political Department and the Cultural Division of Political Department (政治部文化科) of an army. Mr. Xiao joined the Publicity Office of Sichuan Party Committee in September 1981. He joined Sichuan Publication Group in November 2003 and is the secretary of Disciplinary Committee of Sichuan Publication Group and still holds that position. Mr. Xiao has over 39 years of experience in supervision and administration management.

Mr. Xiao studied at Self-Taught Higher Education for Examination of Sichuan (四川省高等教育自學考試) majoring in law from 2001 to 2003 and obtained a diploma.

During the three years prior to the Latest Practicable Date, Mr. Xiao did not hold any position in other listed companies.

Mr. Xiao will enter into a service contract with the Company. The amount of emoluments payable to Mr. Xiao will be RMB90,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xiao did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xiao has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Peng Xianyi (彭先毅), aged 43, is a proposed Supervisor of the second session. Mr. Peng was first appointed as a Supervisor with effect from 11 June 2005. Prior to joining our Group, Mr. Peng worked for Chengdu City Petrochemical Company (成都市化工公司) from July 1983 to December 1991 and was responsible for various financial matters. He joined the Sichuan Branch of Shenzhen Zhonghua Bicycle (Group) Shares Company Limited (深圳中華自行車(集團)股份有限公司四川分公司) in January 1992 and was the assistant to the general manager and manager of the finance department. From December 1998 to August 1999, Mr. Peng worked as head of the finance department of China Richu Industrial Group Company (中國日出產業集團公司). Mr. Peng became manager of the finance department of Chengdu Zhuang Sen Industrial Shu Du Garden Project Company Limited (成都莊森實業蜀都花園項目公司), Chengdu Hua Sheng Industrial Shu Du Garden Project Development Company Limited, and Chengdu Hua Sheng Group in September 1999. Mr. Peng has more than 24 years of experience in financial accounting.

Mr. Peng graduated from Southwestern University of Finance and Economics in October 1988. He is a qualified accountant.

During the three years prior to the Latest Practicable Date, Mr. Peng did not hold any position in other listed companies.

Mr. Peng will enter into a service contract with the Company. The amount of emoluments payable to Mr. Peng will be RMB30,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Peng did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Peng has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Xu Yuzheng (許玉鄭), aged 51, is a proposed Supervisor of the second session. Mr. Xu was a officer of Sichuan Provincial Department of Supervision (四川省監察廳), supervisor and deputy chief officer of Disciplinary Investigation Committee of Sichuan Party Committee and No. 3 Office of Disciplinary Investigation and Supervision of Sichuan Provincial Department of Supervision from August 1988 to December 2005. Mr. Xu joined Sichuan Xinhua Publishing Group in January 2006 and is the secretary of disciplinary committee and still holds that position. From April 2007, Mr. Xu was appointed as the chairman of the supervisory committee of Sichuan Xinhua Hotel Management Co., Ltd. (四川新華酒店管理有限公司) and from March 2008, Mr. Xu was appointed as the chairman of the labour union of Sichuan Xinhua Publishing Group. Mr. Xu has over 21 years of experience in the supervision and law.

Mr. Xu graduated from Sichuan Radio and Television University in August 1988 majoring in law and obtained a diploma in economic management from Sichuan Normal University in August 1998. Mr. Xu holds the professional qualification as a lawyer.

During the three years prior to the Latest Practicable Date, Mr. Xu did not hold any position in other listed companies.

Mr. Xu will enter into a service contract with the Company. The amount of emoluments payable to Mr. Xu will be RMB30,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Ms. Dai Wen (戴文), aged 41, is a proposed Supervisor of the second session. Ms. Dai joined Sichuan Daily in July 1987 and was assistant to director and deputy director of financial department. She was deputy chief officer of investment planning department, chief officer of finance department and financial controller of Sichuan Daily Newspaper Group from 2000 to March 2008. She is also a director of Sichuan Xin Wen Resource Trading Co., Ltd. (四川欣聞物資貿易有限責任公司) and Sichuan Anren Town Laogongguan Cultural Development Co., Ltd. (四川安仁鎮老公館文化發展有限公司), both of which are controlled by Sichuan Daily Newspaper Group, and a director of Sichuan Lian Xiang Printing Company Limited, the shares of which Sichuan Daily Newspaper Group is interested in. Ms. Dai was appointed as operational controller of Sichuan Daily Newspaper Group in March 2008 and still holds that position. Ms. Dai has more than 22 years of experience in finance and corporate management.

Ms. Dai graduated from the Southwestern University of Finance and Economics with a bachelor's degree in July 1987, majoring in accounting She completed the course of financial controller of Sichuan Provincial Communist Party School (四川省委黨校) in October 2005 and the course of EMBA at the School of Economics of Peking University in December 2007.

During the three years prior to the Latest Practicable Date, Ms. Dai did not hold any position in other listed companies.

Ms. Dai will enter into a service contract with the Company. The amount of emoluments payable to Ms. Dai will be RMB30,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Ms. Dai did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did she have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Dai has confirmed that there are no matters 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 Listing Rules in relation to her proposed appointment stated herein.

INDEPENDENT SUPERVISORS

Mr. Fu Daiguo (傅代國), aged 43, is a proposed Supervisor of the second session. Mr. Fu was first appointed as an independent Supervisor on 20 April 2006. Mr. Fu is deputy dean and an accounting professor at the College of Accounting at the Southwestern University of Finance and Economics and has published over 30 papers on corporate accounting issues in a number of well- known periodicals in the field. Mr. Fu used to work as project manager of Sichuan Province Assets Reorganisation Centre (四川省資產重組中心) and an independent director of Sichuan Baoguang Pharmaceuticals Company Limited (四川寶光藥業股份有限公司). He is also on the committee of the China Research Institution of Finance and Costs for Adults and Youths (中國中青年財務成本研究會), and a member of the Chengdu City Expert Panel on Computerisation of Accounting(成都市會計電算化專家組成員). Mr. Fu is in charge of the Sichuan Province Accounting Personnel Training Base (四川省會計人才培養基地) and Sichuan Province premium courses on accounting (四川省級精品課程《會計學》). Mr. Fu is an independent director of Chengdu City People's Shopping Mall (Group) Company Limited (成都人民商場(集團)股份有限公司, formerly known as Chengdu City People's Shopping Mall Company Limited (成

都人民商場股份有限公司) listed on the Shanghai Stock Exchange, stock code: 600828), China Tungsten and Hightech Materials Co., Ltd. (中鎢高新材料股份有限公司, listed on the Shenzhen Stock Exchange, stock code: 000657) and Sichuan Zhonghui Pharmaceuticals (Group) Company Limited (四川中匯醫藥(集團)股份有限公司, formerly known as Sichuan Zhonghui Pharmaceuticals Company Limited (四川中匯醫藥股份有限公司), listed on Shenzhen Stock Exchange, stock code: 000809). Mr. Fu has more than 20 years of experience in corporate accounting.

Save as disclosed above, during the three years prior to the Latest Practicable Date, Mr. Fu did not hold any position in other listed companies.

Mr. Fu obtained his doctoral degree in accounting from the Southwestern University of Finance and Economics in December 2001 and is a member of the China Accounting Association (中國會計學會).

Mr. Fu will enter into a service contract with the Company. The amount of emoluments payable to Mr. Fu will be RMB60,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fu has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

Mr. Li Guangwei (李光煒), aged 67, is a proposed Supervisor of the second session. Mr. Li was first appointed as an independent Supervisor on 20 April 2006. From 1993 to May 2001, Mr. Li served as president of Sichuan Technology Press (四川科技出版社), National Discovery Magazine Press (《大自然探索雜誌社》), and Audio and Visual Technology Magazine Press (《視聽技術》雜誌社). Mr. Li has more than 23 years of experience in the publishing industry and business management.

Mr. Li graduated from Kunming Polytechnic University (昆明工學院) majoring in mechanics in 1962. Mr. Li was given the professional qualification of deputy editor-revisor (副編審) in 1988 and editor-revisor (編審) in 1996.

During the three years prior to the Latest Practicable Date, Mr. Li did not hold any position in other listed companies.

Mr. Li will enter into a service contract with the Company. The amount of emoluments payable to Mr. Li will be RMB60,000 (including tax) per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li has confirmed that there are no matters 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 Listing Rules in relation to his proposed appointment stated herein.

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.

* *For identification purposes only*

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.