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 (the "**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 Tuesday, 16 December 2008 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an Ordinary Resolution:

"**THAT**

(i) the agreement (the "**Sanzhou Supply Agreement**") (a copy of which is produced to the EGM and marked "A" and initialled by the Chairman of the EGM for identification purpose) dated 21 October 2008 and entered into between the Company and 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*) and the non-exempt continuing connected transaction (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) contemplated thereunder be and are hereby approved, confirmed and ratified; the Sanzhou Supply Annual Cap (as defined in the circular of the Company dated 30 October 2008 despatched to the shareholders of the Company, of which the notice convening the EGM forms part, a copy of which is produced to the EGM and marked "B" and initialled by the Chairman of the EGM for identification purpose) for each of the three financial years ending 31 December 2010 be and is hereby approved; and any one director of the Company be and is hereby authorised to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Sanzhou Supply Agreement; and

(ii) the agreement (the "**Sanzhou Agency Agreement**") (a copy of which is produced to the EGM and marked "C" and initialled by the Chairman of the EGM for identification purpose) dated 21 October 2008 and entered into between the Company and 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*) and the continuing connected transaction (as defined in the Listing Rules) contemplated thereunder be and are hereby approved, confirmed and ratified; the Sanzhou Agency Annual Cap (as defined in the circular of the Company dated 30 October 2008 despatched to the shareholders of the Company, of which the notice convening the EGM forms part, a copy of which is produced to the EGM and marked "B" and initialled by the Chairman of the EGM for identification purpose) for each of the three financial years ending 31 December 2010 be and is hereby approved; and any one director of the Company be and is hereby authorised to

* *For identification purposes only*

execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Sanzhou Agency Agreement."

By order of the Board
SICHUAN XINHUA WINSHARE CHAINSTORE CO., LTD.*
Gong Cimin
Chairman

Sichuan, the PRC, 30 October 2008

Notes:

1. The register of members of the Company will be closed from 17 November 2008 to 16 December 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 14 November 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 26 November 2008.

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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 announcement, the board of directors of the Company comprises (a) Mr. Gong Cimin and Mr. Zhang Bangkai as executive directors; (b) Ms. Wang Jianping, Mr. Zhang Chengxing, Mr. Li Jiawei, Mr. Luo Jun, Mr. Yu Changjiu, Mr. Wu Qiang, Mr. Mo Shixing and Mr. Zhao Junhuai as non-executive directors; and (c) Mr. Han Xiaoming, Mr. Cheng Sanguo and Mr. Chan Yuk Tong as independent non-executive directors.