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 四川新華文軒連鎖股份有限公司 (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, 10 February 2009 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTION

To consider and approve the election of Mr. Zhao Miao as non-executive director of the Company and to authorise the board (the "**Board**") of directors of the Company (the "**Directors**") to fix his remuneration.

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

Sichuan, the PRC, 23 December 2008

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

Notes:

1. The register of members of the Company will be closed from 11 January 2009 to 10 February 2009 (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 principal place of business in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on 9 January 2009.

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 principal place of business of the Company in the PRC 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.

* *For identification purposes only*

5. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand, by post or by fax (Fax no.: (86) 28 8315 7090 (the Company) or (852) 2865 0990 (the Company's H share registrar in Hong Kong)) to the H share registrar of the Company (for holders of H shares of the Company) or to the principal place of business of the Company in the PRC (for holders of the domestic shares of the Company) on or before 21 January 2009.

6. The EGM is expected to take 30 minutes. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

7. The principal place of business of the Company in the PRC is as follows:

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

8. Subject to the articles of association of the Company, the term of Mr. Zhao Miao's directorship shall commence on the conclusion of the EGM and expire on the date of the expiry of the Second Session of the Board, which is expected to be on or around 29 July 2011. Brief biographical details of Mr. Zhao Miao nominated and recommended by the Board to be elected and appointed at the EGM are set out below.

   Mr. Zhao Miao, aged 49, is a proposed non-executive Director. Mr. Zhao graduated from the Correspondence College of the Party School of Sichuan Provincial Committee of the Communist Party of China, majoring in economics management and later completed the postgraduate course of economics management launched by the Correspondence College of the Party School of the Central Committee of the Communist Party of China.

   Mr. Zhao worked as a teacher of Hedong Primary School, Qu County, Sichuan from August 1977 to September 1978. Mr. Zhao studied at Drilling Department of Chongqing Shiyou College (重慶石油學校) from September 1978 to July 1980. Mr. Zhao worked in Sichuan Petroleum Administration from July 1980 to May 2002 as a teacher of the Technical School of the Sichuan Petroleum Administration, an educational officer and employment relationship officer in the Personnel Department, a clerk of the General Office of the Party Committee, a secretary of the Communist Youth League Committee, and a manager of Sichuan Petroleum Travel Agency. During this period, Mr. Zhao studied at Politics and Education Department of Sichuan College of Education.

   From May 2002 to July 2008, Mr. Zhao was the deputy-chief of the Autonomous Prefecture of Aba Zangs and Qiangs of the Sichuan Province and a member of the Leading Party Group of the Prefecture Government and was a member of the Standing Committee of the Communist Party of China of the Autonomous Prefecture of Aba Zangs and Qiangs, Sichuan Province and a secretary of the Discipline Inspection Commission of the Prefecture.

   Mr. Zhao joined Sichuan Publication Group（四川出版集團）in July 2008 and worked as general manager and deputy head of the management committee. Mr. Zhao has approximately 31 years of extensive experience in education, administrative management and supervision. Mr. Zhao holds the professional qualification of senior political officer and senior economist.

   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 sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Zhao will not exceed RMB50,000 (including tax) 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, he does not 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.

As at the date of this notice, the Board 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.