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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") 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 9:30 a.m. on Wednesday, 9 June 2010 at Chengdu Hejiangting Hanwen Hotel, 138 Bingjiang Donglu, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolutions:

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 2009;

2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009;

3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2009;

4. To consider and approve the profit distribution plan and the declaration of a final dividend for the year ended 31 December 2009;

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 first annual general meeting following the AGM, and to authorise the Board to fix their remuneration;

6. To consider and approve the remuneration of directors and supervisors of the Company for the year ended 31 December 2009;

* *For identification purposes only*

SPECIAL RESOLUTIONS

7. To authorise the Board to repurchase H Shares of the Company (the "**H Shares**") subject to the following conditions:

   (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase H Shares in issue of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;

   (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;

   (c) the approval in paragraph (a) above shall be conditional upon:

      (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the class meeting for holders of H Shares of the Company to be held on Wednesday, 9 June 2010 (or on such adjourned date as may be applicable); and the class meeting for holders of domestic shares of the Company to be held on Wednesday, 9 June 2010 (or on such adjourned date as may be applicable); and

      (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;

   (d) for the purpose of this special resolution, "Relevant Period" means the period from the passing of this special resolution until whichever is the earliest of:

      (i) the conclusion of the first annual general meeting of the Company following the passing of this special resolution;

      (ii) the expiration of a period of twelve months following the passing of this special resolution; or

      (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares of the Company at their respective class meetings; and

(e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorised to:

(i) make such amendments to the Articles of Association of the Company (the "**Articles of Association**") as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and

(ii) file the amended Articles of Association with the relevant governmental authorities of the PRC and to apply for registration with the relevant companies registration authorities in the PRC of the change of registered capital of the Company in accordance with all applicable laws, rules, regulations and/or requirements of the relevant governmental or regulatory body in the PRC.

8. To consider and approve the proposed amendments to the Articles of Association as set out below:

A. Article 2 of the Articles of Association

"The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (the "Special Provisions") and other relevant laws and administrative regulations of the State.

The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 5100001822585.

Promoters of the Company are 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*), 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co. Ltd.*), 四川出版集團 (Sichuan Publication Group*), 四川日報報業集團 (Sichuan Daily Newspaper Group*), 四川少年兒童出版社 (Sichuan Youth and Children Press*) and 遼寧出版集團有限公司 (Liaoning Publication Group Co. Ltd.*)."

shall be amended into:

"The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (the "Special Provisions") and other relevant laws and administrative regulations of the State.

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Promoters of the Company are 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*), 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co. Ltd.*), 四川出版集團有限責任公司 (Sichuan Publication Group Company Limited*), 四川日報報業集團 (Sichuan Daily Newspaper Group*), 四川少年兒童出版社有限公司 (Sichuan Youth and Children Company Limited*) and 遼寧出版集團有限公司 (Liaoning Publication Group Co. Ltd.*)."

B. Article 7 of the Articles of Association

"The Articles of Association (the "Articles of Association") are formulated by the Company based on the amendments to the articles of association (the "original Articles of Association") passed at the inauguration meeting of the Company and subsequently amended at the 2005 Extraordinary General Meeting, the 2006 First Extraordinary General Meeting and the extraordinary general meeting held on 22 April 2007 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the Annual General Meeting held on 16 June 2009.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

shall be amended into:

"The Articles of Association (the "Articles of Association") are formulated by the Company based on the amendments to the articles of association (the "original Articles of Association") passed at the inauguration meeting of the Company and subsequently amended at the 2005 Extraordinary General Meeting, the 2006 First Extraordinary General Meeting, the extraordinary general meeting held on 22 April 2007 and the annual general meeting held on 16 June 2009 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the Annual General Meeting held on 9 June 2010.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

C. Article 11 of the Articles of Association

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes and video tapes; leasing of properties; business services; wholesale and retail of goods; and import and export; and advertising business.

The business scope of the Company shall be in accordance with the items approved by the registration authority with which the Company is registered."

shall be amended into:

"The business scope of the Company includes: publishing management of the domestic and overseas books, newspapers, journals, electronic publications, audio-visual products and internet publications; plate-leased printing and provision of consultancy services of publications; general wholesale, wholesale and distribution, retail and chainstore operation of publications; printing, copying and production of publications; copyright trading and foreign co-operative publishing and distribution; purchase and sales of printing materials (the specialised items above which are subject to the approval of licences and shall be operated with licences within the valid term); research, development, promotion and application of new media; leasing of properties; business services; wholesale and retail of goods; and import and export.

The business scope of the Company shall be in accordance with the items approved by the registration authority with which the Company is registered."

D. Article 16 of the Articles of Association

"With the approval of the reviewing and approving department authorized by the State Council, the Company could issue a total of 733,370,000 ordinary shares, and 733,370,000 shares were issued to the promoters when the Company was established, representing 100% of the total issued ordinary shares of the Company. Among these shares, 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*) held 630,031,500 shares, representing 85.909% of the total issued ordinary shares of the Company; 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co. Ltd.*) held 53,336,000 shares, representing 7.273% of the total issued ordinary shares of the Company; 四川出版集團 (Sichuan Publication Group*) held 25,667,950 shares, representing 3.500% of the total issued ordinary shares of the Company; 四川日報報業集團 (Sichuan Daily Newspaper Group*) held 10,000,500 shares, representing 1.364% of the total issued ordinary shares of the Company; 四川少年兒童出版社 (Sichuan Youth and Children Press*) held 7,333,700 shares, representing 1.000% of the total issued ordinary shares of the Company and 遼寧出版集團有限公司 (Liaoning Publication Group Co. Ltd.*) held 7,000,350 shares, representing 0.954% of the total issued ordinary shares of the Company."

shall be amended into:

"With the approval of the reviewing and approving department authorized by the State Council, the Company could issue a total of 733,370,000 ordinary shares, and 733,370,000 shares were issued to the promoters when the Company was established, representing 100% of the total issued ordinary shares of the Company. Among these shares, 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*) held 630,031,500 shares, representing 85.909% of the total issued ordinary shares of the Company; 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co. Ltd.*) held 53,336,000 shares, representing 7.273% of the total issued ordinary shares of the Company; 四川出版集團有限責任公司 (Sichuan Publication Group Company Limited*) held 25,667,950 shares, representing 3.500% of the total issued ordinary shares of the Company; 四川日報報業集團 (Sichuan Daily Newspaper Group*) held 10,000,500 shares, representing 1.364% of the total issued ordinary shares of the Company; 四川少年兒童出版社有限公司 (Sichuan Youth and Children Company Limited*) held 7,333,700 shares, representing 1.000% of the total issued ordinary shares of the Company and 遼寧出版集團有限公司 (Liaoning Publication Group Co. Ltd.*) held 7,000,350 shares, representing 0.954% of the total issued ordinary shares of the Company."

E. Article 17 of the Articles of Association

"Upon approval from the security supervision authorities of the State Council, the maximum number of ordinary shares issued under the Company's capital raising initial public offering ("IPO") after its establishment shall not exceed 424,813,821 shares, all being overseas-listed foreign shares (including those overseas-listed foreign shares issued pursuant to the exercise of Over-allotment Option), and account for 36.68% of the Company's total ordinary shares to be issued at most.

Pursuant to the relevant PRC regulations on disposal of state-owned shares and after obtaining approval from competent authorities, the state-owned shareholders of the Company will sell 36,940,332 state-owned shares to overseas investors when overseas-listed foreign shares are issued. The state-owned shareholders of the Company will sell up to 42,481,382 state-owned shares to overseas investors if Over-allotment Option is exercised.

After the aforesaid capital raising IPO and the reduction in shareholding by state-owned shareholders, if the Over-allotment Option is not exercised, the shareholding structure of the Company will be: 1,102,770,000 ordinary shares, of which, 595,807,676 shares will be held by 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co.

Ltd.*), representing 54.03% of the total ordinary shares of the Company in issue; 53,336,000 shares will be held by 成都市華盛（集團）實業有限公司 (Chengdu Hua Sheng (Group) Industry Co. Ltd.*), representing 4.84% of the total ordinary shares of the Company in issue; 24,273,646 shares will be held by 四川出版集團 (Sichuan Publication Group*), representing 2.2% of the total ordinary shares of the Company in issue; 9,457,265 shares will be held by 四川日報報業集團 (Sichuan Daily Newspaper Group*), representing 0.85% of the total ordinary shares of the Company in issue; 6,935,327 shares will be held by 四川少年兒童出版社 (Sichuan Youth and Children Press*), representing 0.63% of the total ordinary shares of the Company in issue; 6,620,085 shares will be held by 遼寧出版集團有限公司 (Liaoning Publication Group Co. Ltd.*), representing 0.6% of the total ordinary shares of the Company in issue; and 406,340,000 shares will be held by holders of the overseas-listed foreign shares, representing 36.85% of the total ordinary shares of the Company in issue.

If the Over-allotment Option is exercised in full, the shareholding structure of the Company will comprise 1,135,131,000 ordinary shares, of which 592,809,525 shares will be held by 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*), representing 52.22% of the total ordinary shares of the Company in issue; 53,336,000 shares will be held by 成都市華盛（集團）實業有限公司 (Chengdu Hua Sheng (Group) Industry Co. Ltd.*), representing 4.7% of the total ordinary shares of the Company in issue; 24,151,499 shares will be held by 四川出版集團 (Sichuan Publication Group*), representing 2.13% of the total ordinary shares of the Company in issue; 9,409,675 shares will be held by 四川日報報業集團 (Sichuan Daily Newspaper Group*), representing 0.83% of the total ordinary shares of the Company in issue; 6,900,428 shares will be held by 四川少年兒童出版社 (Sichuan Youth and Children Press*), representing 0.61% of the total ordinary shares of the Company in issue; 6,586,773 shares will be held by 遼寧出版集團有限公司 (Liaoning Publication Group Co. Ltd.*), representing 0.58% of the total ordinary shares of the Company in issue; 441,937,100 shares will be held by holders of the overseas-listed foreign shares, representing 38.93% of the total ordinary shares of the Company in issue.

Upon approval from the security supervision authorities of the State Council, the holders of domestic shares of the Company may transfer its shares to overseas investors for listing and dealing on the overseas stock exchanges. The listing of transferred shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges is not subject to voting by separate class shareholder meetings."

shall be amended into:

"Upon approval from the security supervision authorities of the State Council, the maximum number of ordinary shares issued under the Company's capital raising initial public offering ("IPO") after its establishment shall not exceed 424,813,821 shares, all being overseas-listed foreign shares (including those overseas-listed foreign shares issued pursuant to the exercise of Over-allotment Option), and account for 36.68% of the Company's total ordinary shares to be issued at most.

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If the Over-allotment Option is exercised in full, the capital structure of the Company will comprise 1,135,131,000 ordinary shares, of which 592,809,525 shares will be held by 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*), representing 52.22% of the total ordinary shares of the Company in issue; 53,336,000 shares will be held by 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co. Ltd.*), representing 4.7% of the total ordinary shares of the Company in issue; 24,151,499 shares will be held by 四川出版集團有限責任公司 (Sichuan Publication Group Company Limited*), representing 2.13% of the total ordinary shares of the Company in issue; 9,409,675 shares will be held by 四川日報報業集團 (Sichuan Daily Newspaper Group*), representing 0.83% of the total ordinary shares of the Company in issue; 6,900,428 shares will be held by 四川少年兒童出版社有限公司 (Sichuan Youth and Children Company Limited*), representing 0.61% of the total ordinary shares of the Company in issue; 6,586,773 shares will be held by 遼寧出版集團有限公司 (Liaoning Publication Group Co., Ltd.*), representing 0.58% of the total ordinary shares of the Company in issue; 441,937,100 shares will be held by holders of the overseas-listed foreign shares, representing 38.93% of the total ordinary shares of the Company in issue.

Upon the approval of the security supervision authorities of the State Council, the holders of domestic shares of the Company may transfer its shares to overseas investors for listing and dealing on the overseas stock exchanges. The listing of transferred shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges is not subject to voting by separate class shareholder meetings."

F. Article 114 of the Articles of Association

"The Audit Committee and Remuneration and Review Committee shall be established by the board of directors of the Company. The Audit Committee shall comprise at least 3 directors who shall be non-executive directors only. The majority of the audit committee shall be independent non-executive directors and one of them shall act as the convenor with at least one independent non-executive director having professional qualifications in accounting. The Remuneration and Review Committee shall comprise at least 3 directors, with a majority of its members being independent non-executive directors and one of them shall act as the convenor.

The Strategy Planning Committee and the Nomination Committee may also be established by the board of directors as required. The majority of the members of the Nomination Committee shall be independent non-executive directors and one of them shall act as the convenor.

The main responsibilities of the Audit Committee are: (1) to recommend the engagement or removal of external audit institutions; (2) to supervise the internal audit system and its enforcement; (3) to be responsible for the communications between internal audit and external audit; (4) to audit the Company's financial information and its disclosure; (5) to review the Company's internal control system.

The board of directors shall make assessment on the work performance of the Audit Committee on a yearly basis, so as to ensure its responsibilities are effectively fulfilled.

The main responsibilities of the Remuneration and Review Committee are: (1) to examine the assessment criteria of directors and managers, conduct assessment and provide recommendations; and (2) to examine the remuneration policies and packages applicable to the directors and senior management.

The main responsibilities of the Strategy Planning Committee are to examine and advise on the Company's long-term development strategies and major investment decisions.

The main responsibilities of the Nomination Committee are: (1) to formulate the standards and procedures for selecting directors and managers, and to make proposals in connection therewith; (2) to identify competent candidates for directors and managers; and (3) to evaluate candidates for directors and managers, and to make proposals in connection therewith.

The special committees may engage intermediaries for professional advice. The expenses incurred therefrom shall be borne by the Company.

Each of the special committees shall report to the board of directors and submit its proposals to the board of directors for consideration and approval."

shall be amended into:

"The Audit Committee and Remuneration and Review Committee shall be established by the board of directors of the Company. The Audit Committee shall comprise at least 3 directors who shall be non-executive directors only. The majority of the audit committee shall be independent non-executive directors and one of them shall act as the convenor with at least one independent non-executive director having professional qualifications in accounting. The Remuneration and Review Committee shall comprise at least 3 directors, with a majority of its members being independent non-executive directors and one of them acting as the convenor.

The Strategy and Investment Planning Committee, the Nomination Committee and the Editorial and Publication Committee may also be established by the board of directors as required. The majority of the members of the Nomination Committee shall be independent non-executive directors and one of them shall act as the convenor.

The main responsibilities of the Audit Committee are: (1) to recommend the engagement or removal of external audit institutions; (2) to supervise the internal audit system and its enforcement; (3) to be responsible for the communications between internal audit and external audit; (4) to audit the Company's financial information and its disclosure; (5) to review the Company's internal control system.

The board of directors shall make assessment on the work performance of the Audit Committee on a yearly basis, so as to ensure its responsibilities are effectively fulfilled.

The main responsibilities of the Remuneration and Review Committee are: (1) to examine the assessment criteria of directors and managers, conduct assessment and provide recommendations; and (2) to examine the remuneration policies and packages applicable to the directors and senior management officers.

The main responsibilities of the Strategy and Investment Planning Committee are to examine and advise on the Company's long-term development strategies and major investment decisions.

The main responsibilities of the Nomination Committee are: (1) to formulate the standards and procedure for selecting directors, managers, and making proposals in connection therewith; (2) to identity for competent candidates of directors and managers; and (3) to evaluate candidates of directors and managers, and to make proposals in connection therewith.

The special committees may engage intermediaries for professional advice. The expenses incurred therefrom shall be borne by the Company.

Each of the special committees shall report to the board of directors and submit its proposals to the board of directors for consideration and approval."

and to authorise any director of the Company or secretary to the Board to deal with, on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles of Association.

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

Sichuan, the PRC, 23 April 2010

* *For identification purposes only*

Notes:

1. The register of members of the Company will be closed from 10 May 2010 to 9 June 2010 (both dates inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares share registrar, 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 of the Company in the PRC (for holders of domestic shares of the Company), no later than 4:30 p.m. on 7 May 2010.

2. 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 shareholder of the Company.

3. In order to be valid, the proxy form must be deposited by hand or by post, for the holders of H Shares of the Company, to the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or for the holders of Domestic Shares of the Company, to the head office of the Company in the PRC 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.

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

5. Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the Company's H Shares share registrar (for holders of H Shares of the Company) or to the head office of the Company in the PRC (for holders of the Domestic Shares of the Company) on or before 20 May 2010.

6. The AGM is expected to take 40 minutes. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.

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

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

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. Zhao Miao 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.