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)

VOTING RESULTS OF THE ANNUAL GENERAL MEETING, CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES AND CLASS MEETING FOR HOLDERS OF H SHARES HELD ON 9 JUNE 2010 AND PAYMENT OF FINAL DIVIDENDS

Reference is made to the circular of Sichuan Xinhua Winshare Chainstore Co., Ltd. (the "Company") dated 23 April 2010 (the "Circular"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

(1) ANNUAL GENERAL MEETING

An annual general meeting (the "AGM") of the Company was held at Chengdu Hejiangting Hanwen Hotel, 138 Binjiang Donglu, Chengdu, Sichuan, the People's Republic of China (the "PRC") at 9:30 a.m. on Wednesday, 9 June 2010. The convening of the AGM was in accordance with the Company Law of the PRC and the articles of association (the "Articles of Association") of the Company.

As at the date of the AGM, the total number of issued shares of the Company (the "Shares") is 1,135,131,000 which represents the total number of issued Shares entitling the holders to attend and vote for or against the resolutions put forward at the AGM (the "AGM Resolutions"). Shareholders of the Company holding an aggregate of 764,547,165 voting Shares, representing approximately 67.35% of the total number of issued Shares of the Company, attended the AGM either in person or by proxy. No shareholder of the Company was required to abstain from voting on the AGM Resolutions. There were no Shares entitling the holder to attend and vote only against the AGM Resolutions. All AGM Resolutions at the AGM were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the AGM.

The poll results in respect of the resolutions passed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2009.	764,546,165 (99.999869%)	1,000 (0.000131%)
	As more than 50% of the votes were casted in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009.	764,546,165 (99.999869%)	1,000 (0.000131%)
	As more than 50% of the votes were casted in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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.	764,237,165 (99.999869%)	1,000 (0.000131%)
	As more than 50% of the votes were casted in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
4.	To consider and approve the profit distribution plan and the declaration of a final dividend of the Company for the year ended 31 December 2009.	764,546,165 (99.999869%)	1,000 (0.000131%)
	As more than 50% of the votes were casted in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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.	764,546,165 (99.999869%)	1,000 (0.000131%)
	As more than 50% of the votes were casted in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6.	To consider and approve the remuneration of directors and supervisors of the Company for the year ended 31 December 2009.	764,546,165 (99.999869%)	1,000 (0.000131%)
	As more than 50% of the votes were casted in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

SPECIAL RESOLUTIONS	No. of Votes (%)	
	For	**Against**
7. To authorise the Board to repurchase H Shares of the Company up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the AGM.	764,546,165 (99.999869%)	1,000 (0.000131%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		
8. To consider and approve the proposed amendments to the Articles of Association of the Company 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:		
A. the proposed amendment to Article 2 of the Articles of Association;	764,546,165 (99.999869%)	1,000 (0.000131%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		
B. the proposed amendment to Article 7 of the Articles of Association;	763,454,165 (99.999869%)	1,000 (0.000131%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		
C. the proposed amendment to Article 11 of the Articles of Association;	763,454,165 (99.999869%)	1,000 (0.000131%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		
D. the proposed amendment to Article 16 of the Articles of Association;	763,454,165 (99.999869%)	1,000 (0.000131%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		
E. the proposed amendment to Article 17 of the Articles of Association;	763,454,165 (99.999869%)	1,000 (0.000131%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		
F. the proposed amendment to Article 114 of the Articles of Association.	763,454,165 (99.999869%)	1,000 (0.000131%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		

(2) CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

A class meeting for holders of domestic shares (the "Domestic Shares Class Meeting") of the Company was held at Chengdu Hejiangting Hanwen Hotel, 138 Binjiang Donglu, Chengdu, Sichuan, the PRC at 10:15 a.m. on Wednesday, 9 June 2010. The convening of the Domestic Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the Domestic Shares Class Meeting, the total number of issued domestic shares of the Company (the "Domestic Shares") is 693,193,900 which represents the total number of issued Domestic Shares entitling the holders to attend and vote for or against the resolution put forward at the Domestic Shares Class Meeting (the "Domestic Shares Class Meeting Resolution"). Shareholders holding an aggregate of 693,193,900 voting Domestic Shares, representing 100% of the total number of issued Domestic Shares, attended the Domestic Shares Class Meeting either in person or by proxy. No holder of the Domestic Shares of the Company was required to abstain from voting on the Domestic Shares Class Meeting Resolution. There were no Domestic Shares entitling the holder to attend and vote only against the Domestic Shares Class Meeting Resolution. The Domestic Shares Class Meeting Resolution was put to vote by way of poll.

The poll result in respect of the resolution passed at the Domestic Shares Class Meeting was as follows:

SPECIAL RESOLUTION	No. of Votes (%)	
	For	Against
To authorise the board of directors of the Company to repurchase H Shares of the Company up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the Domestic Shares Class Meeting.	693,193,900 (100%)	0 (0%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		

(3) CLASS MEETING FOR HOLDERS OF H SHARES

A class meeting for holders of H shares (the "H Shares Class Meeting") of the Company was held at Chengdu Hejiangting Hanwen Hotel, 138 Binjiang Donglu, Chengdu, Sichuan, the PRC at 10:40 a.m. on Wednesday, 9 June 2010. The convening of the H Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the H Shares Class Meeting, the total number of issued H shares of the Company (the "H Shares") is 441,937,100 which represents the total number of issued H Shares entitling the holders to attend and vote for or against the resolution put forward at the H Shares Class Meeting (the "H Shares Class Meeting Resolution"). Shareholders holding an aggregate of 41,182,265 voting H Shares, representing approximately 9.32% of the total number of issued H Shares, attended the H Shares Class Meeting either in person or by proxy. No holder of the H Shares of the Company was required to abstain from voting on the H Shares Class Meeting Resolution. There were no H Shares entitling the holder to attend and vote only against the H Shares Class Meeting Resolution. The H Shares Class Meeting Resolution was put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar in Hong Kong, was appointed as the scrutineer at the H Shares Class Meeting for the purpose of vote-taking of the poll at the H Shares Class Meeting.

The poll result in respect of the resolution passed at the H Shares Class Meeting was as follows:

SPECIAL RESOLUTION	No. of Votes (%)	
	For	**Against**
To authorise the board of directors of the Company to repurchase H Shares of the Company up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the H Shares Class Meeting.	41,181,265 (99.997572%)	1,000 (0.002428%)
As more than two thirds of the votes were casted in favour of the resolution, the resolution was duly passed as a special resolution.		

FINAL DIVIDENDS

Information on Payment of Final Dividends

In addition to the above resolutions approved at the AGM, the Board announces the following information relating to the final dividends payment:

The Company will distribute a final dividend and a special dividend (collectively the "Final Dividends") totaling RMB0.28 (tax inclusive) per share for the year ended 31 December 2009, whereas the Final Dividends comprised the final dividend of RMB0.08 (tax inclusive) per share and the special dividend of RMB0.20 (tax inclusive) per share. The Final Dividends are payable to shareholders whose names appeared on the register of members of the Company on 9 June 2010 (the "Record Date"). In accordance with the Articles of Association, dividends shall be calculated and declared in Renminbi. Dividends payable to holders of domestic shares shall be paid in Renminbi and dividends payable to holders of H shares shall be paid in Hong Kong dollar. The following conversion formula shall apply to the calculation of the Final Dividends payable per H share in Hong Kong dollar:

$$\text{Final Dividends per H share in Hong Kong dollar} = \frac{\text{Final Dividends per share in Renminbi}}{\text{The average middle exchange rates of Renminbi against Hong Kong dollar published by The People's Bank of China for the week immediately prior to the AGM}}$$

The average middle exchange rates of Renminbi against Hong Kong dollar published by The People's Bank of China for the week immediately prior to the AGM, that was, from 2 June 2010 to 8 June 2010, was HK$1.00 to RMB0.87594. Accordingly, the Final Dividends payable per H share is HK$0.31966 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the "Receiving Agent") which will receive the Final Dividends declared from the Company on behalf of the holders of H shares. The Final Dividends will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to holders of H shares who are entitled to receive the Final Dividends at their own risk on or before 16 July 2010.

Withholding of Income Taxes on Dividends Paid to Non-Resident Corporate Shareholders

In accordance with the "Corporate Income Tax Law of the People's Republic of China" and the "Regulations for Implementation of the Corporate Income Tax Law of the People's Republic of China", both came into effect on 1 January 2008, any Chinese domestic enterprise which pays dividend for the accounting period starting from 1 January 2008 to a non-resident corporate shareholder shall withhold corporate income tax of 10% for and on behalf of such shareholder, and assume obligation as a payer who withholds and pays.

In order to ensure full compliance with the regulations while handling withholding and collection of tax on dividends paid to non-resident corporate shareholders, the Company is to, based on the H share register as at the Record Date, withhold an income tax of 10% before paying out the Final Dividends to the shareholders whose names appear on the H share register as at the Record Date as non-individual shareholders, including HKSCC Nominees Limited, other corporate nominees or trustees or other groups or organisations who are all considered as non-resident corporate shareholders. The Company will not withhold any income tax before paying out the Final Dividends to the individual shareholders whose names appear on the H share register as at the Record Date.

Shareholders of the Company should read the above information carefully. If anyone would like to change the identity of the shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identities of the shareholders. In addition, the Company will strictly comply with the relevant laws or regulations on withholding corporate income taxes and strictly based on what has been registered on the Company's H share register as at the Record Date, and will not entertain any requests in relation to any delay or inaccuracies in ascertaining the identity of the shareholders or any disputes over the mechanism of withholding of corporate income tax.

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

Sichuan, the PRC, 9 June 2010

As at the date of this announcement, 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. Wu Qiang, Mr. Yu Changjiu, Mr. Zhao Junhuai and Mr. Zhao Miao as non-executive directors; and (c) Mr. Han Xiaoming, Mr. Cheng Sanguo and Mr. Chan Yuk Tong as independent non-executive directors.

* *For identification purposes only*