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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**" or "**Meeting**") 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 Friday, 20 August 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 RESOLUTION

1. "**THAT**:

(a) the acquisition agreement ("**Acquisition Agreement**") dated 22 June 2010 (a copy of which has been produced at the Meeting marked "A" and signed by the chairman of the Meeting for identification purpose) entered into between (i) the Company, as purchaser; and (ii) 四川出版集團有限責任公司 (Sichuan Publication Group Company Limited*), as seller, in relation to the acquisition ("**Acquisition**") of the entire equity interests in each of 四川人民出版社有限公司 (Sichuan People's Publishing House Company Limited*), 四川出版印刷有限公司 (Sichuan Publishing Group Company Limited*), 四川教育出版社有限公司 (Sichuan Education Publishing House Company Limited*), 四川少年兒童出版社有限公司 (Sichuan Youth and Children's Publishing House Company Limited*), 四川科學技術出版社有限公司 (Sichuan Science & Technology Publishing House Company Limited*), 四川美術出版社有限公司 (Sichuan Fine Arts Publishing House Company Limited*), 四川文藝出版社有限公司 (Sichuan Literature & Art Publishing House Company Limited*), 四川辭書出版社有限公司 (Sichuan Lexicographical Publishing House Company Limited*), 四川巴蜀書社有限公司 (Sichuan Bashu Publishing House Company Limited*), 四川天地出版社有限公司 (Sichuan Tiandi Publishing House Company Limited*), 四川數字出版傳媒有限公司 (Sichuan Digital Publishing & Media Company Limited*), 四川省印刷物資有限責任公司 (Sichuan Printing Material Company Limited*), 四川上瑞教育圖書有限責任公司 (Sichuan Shangrui Education Textbooks Company Limited*), 四川讀者報社有限公司 (Sichuan Reader's Journal Press Company Limited*) and 四川畫報社有限公司 (Sichuan Pictorial Company Limited*) (collectively, "**Target Group Companies**") for an aggregate consideration of RMB1,255,000,000, subject to the terms and conditions contained therein, as set out in the circular ("**Circular**") of the Company dated 28 June 2010 (a copy of which has been produced at the Meeting marked "B" and signed by the chairman for identification purpose), the terms and conditions thereof and all transactions contemplated thereunder be and are hereby approved; and

(b) the directors of the Company ("**Directors**") be and are hereby authorised to do all such acts and things, to sign and execute all other relevant documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or implement the Acquisition and the terms of the Acquisition Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole."

SPECIAL RESOLUTIONS

2. "**THAT**:

(a) the English name of the Company be changed to:

"XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*";

(b) the Chinese name of the Company be changed to:

"新華文軒出版傳媒股份有限公司"; and

(c) any Director or secretary to the Board be and is hereby authorised to deal with, on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the change of the Company's name."

3. "**THAT**:

(a) the following amendments to the articles of association of the Company ("Articles of Association") be approved:

A. Article 1 of the Articles of Association

"The Articles of Association are formulated by the Company pursuant to the Company Law of the PRC (the "Company Law") and other relevant requirements to protect the legal interests of Sichuan Xinhua Winshare Chainstore Co., Ltd. (the "Company"), its shareholders and creditors, and to govern the Company's organizational structure and behavior."

shall be amended as:

"The Articles of Association are formulated by the Company pursuant to the Company Law of the PRC (the "Company Law") and other relevant requirements to protect the legal interests of Xinhua Winshare Publishing and Media Co., Ltd. (the "Company"), its shareholders and creditors, and to govern the Company's organizational structure and behavior."

B. **Article 3 of the Articles of Association**

"The registered name of the Company:

Chinese Name：四川新華文軒連鎖股份有限公司。

English Name：SICHUAN XINHUA WINSHARE CHAINSTORE CO., LTD."

Shall be amended as:

"The registered name of the Company:

Chinese Name：新華文軒出版傳媒股份有限公司。

English Name：XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD."

C. **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, 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."

shall be amended as:

"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, the annual general meeting held on 16 June 2009 and the annual general meeting held on 9 June 2010 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 extraordinary general meeting held on 20 August 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."

D. Article 11 of the Articles of Association

"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."

shall be amended as:

"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; general carriage of goods (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."; and

(b) any Director or secretary to the Board be and is hereby authorised 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, 28 June 2010

* *For identification purposes only*

Notes:

1. The register of members of the Company will be closed from 21 July 2010 to 20 August 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 EGM, 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 20 July 2010.

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 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 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 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 31 July 2010.

6. The EGM is expected to take approximately 1 hour. Shareholders attending the EGM 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.