THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in **新華文軒出版傳媒股份有限公司 Xinhua Winshare Publishing and Media Co., Ltd.*** (the "Company"), you should at once hand this circular, together with the accompanying reply slips and forms of proxy, to the purchaser or to the transferee or to the bank, or a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

新華文軒出版傳媒股份有限公司

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 811)

(I) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION; AND (II) PROPOSED ELECTION OF SUPERVISORS

The notices convening the extraordinary general meeting (the "**EGM**") of the Company to be held at 9:30 a.m. on Tuesday, 18 January 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China ("**PRC**"), are set out on pages 11 to 12 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. In case of holders of H Shares, the proxy forms shall be lodged with the H Shares share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of holders of Domestic Shares, the proxy forms shall be lodged with the head office of the Company in the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for holding the EGM (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so wish.

* *For identification purpose only*

3 December 2010

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In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

"Articles" or "Articles of Association"	the articles of association of the Company
"associates"	has the meaning as defined under the Listing Rules
"Board"	the board of Directors
"China" or "PRC"	The People's Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
"Company"	新華文軒出版傳媒股份有限公司 Xinhua Winshare Publishing and Media Co., Ltd.*, a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Domestic Shares"	ordinary shares in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in RMB by PRC nationals and/or PRC incorporated entities
"EGM"	the extraordinary general meeting of the Company to be held at 9:30 a.m. on Tuesday, 18 January 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the PRC to approve, among other things, the amendments to the Articles of Association and the election of Supervisors or any adjournment thereof
"EGM Notice"	the notice for convening the EGM set out on pages 11 to 12 of this circular
"H Shares"	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Ms. Dai"	Ms. Dai Wen (戴文), a Supervisor of the Company
"Mr. Li"	Mr. Li Kun (李昆), a candidate of Supervisor for election at the EGM
"Mr. Ma"	Mr. Ma Chuan (馬川), a candidate of Supervisor for election at the EGM
"Mr. Peng"	Mr. Peng Xianyi (彭先毅), a Supervisor of the Company
"Share(s)"	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising both Domestic Shares and H Shares
"Shareholder(s)"	registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisors of the Company
"Supervisory Committee" or "Board of Supervisors"	the supervisory committee of the Company
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"RMB"	Renminbi, the lawful currency of the PRC

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新華文軒出版傳媒股份有限公司
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 811)

Executive Directors:
Mr. Gong Cimin *(Chairman)*
Mr. Zhang Bangkai *(Vice Chairman)*

Non-Executive Directors:
Ms. Wang Jianping
Mr. Zhang Chengxing
Mr. Li Jiawei
Mr. Luo Jun
Mr. Yu Changjiu
Mr. Wu Qiang
Mr. Zhao Miao
Mr. Zhao Junhuai

Independent Non-executive Directors:
Mr. Han Xiaoming
Mr. Cheng Sanguo
Mr. Chan Yuk Tong

Registered office in the PRC:
12th Floor, No. 86 Section One
People's South Road
Qingyang District
Chengdu, Sichuan
The PRC

Head office in the PRC:
No. 6 Wenxuan Road
Shang Mao Avenue
Cheng Bei
Chengdu, Sichuan 610081
The PRC

Principal place of business in Hong Kong:
8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

3 December 2010

To the Shareholders

Dear Sir/Madam,

(I) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION; AND (II) PROPOSED ELECTION OF SUPERVISORS

INTRODUCTION

Reference is made to the Company's two announcements both dated 1 December 2010, which sets out the proposed change of Supervisors and the proposed amendments to the Articles of Association. The purpose of this circular is to provide you, among other things, with the following proposals to be considered at the EGM: (i) information regarding the special resolutions to the proposed amendments to the Articles; and (ii) information regarding the ordinary resolutions to the proposed election of Supervisors.

* *For identification purposes only*

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 1 December 2010 in relation to the proposed amendments to the Articles of Association. In order to reflect the changes in the appointment, selection and remuneration of the Directors, supervisors and senior management officers and in light of the proposed extension of the Company's business scope, the Board proposes to amend the Articles of Association as follows:

1. 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, 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."

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, the annual general meeting held on 9 June 2010 and the extraordinary general meeting held on 20 August 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 18 January 2011.

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."

2. Clause 4 of Article 8 of the Articles of Association

"Senior management officers mentioned in the Articles of Associations include the Company's deputy general manager (managing officer), secretary to the Board of Directors and other management officers confirmed by the Board of Directors."

shall be amended as:

"Other senior management officers mentioned in the Articles of Associations include the Company's deputy general manager, person-in-charge of financial affairs, secretary to the Board of Directors and other senior management officers confirmed by the Board of Directors."

3. Clause 5 of Article 8 of the Articles of Association

The following be inserted as Clause 5 of Article 8 of the Articles of Association:

"The Articles of Association is also enforceable against any other major business management officers employed by or dismissed by the Board of Directors, the aforementioned officers' shall perform their obligations honestly, diligently and loyally in accordance with laws, administrative regulations and the provisions in the Articles of Associations."

4. Sub-clause (10) of Clause 1 of Article 104 of the Articles of Association

"To appoint or dismiss the Company's general manager and the secretary to the Board of Directors, and on the basis of nominations made by the general manager, appoint or dismiss deputy general manager (managing officer), financial controller and other senior management officers of the Company and to determine their remuneration;"

shall be amended as:

"To appoint or dismiss the Company's general manager and the secretary to the Board of Directors, and on the basis of nominations made by the general manager, appoint or dismiss of the deputy general manager, the person in charge of the financial affairs and other officers of the Company and to determine their remuneration;"

5. Sub-clause (16) of Clause 1 of Article 104 of the Articles of Association

The following sub-clause shall be inserted before the sub-clause (16) of the former Clause 1 of Article 104 of the Articles of Association:

"(16) According to any other major business management officers who are not the Company's senior management officers, but are nominated, employed or dismissed by the general manager, to determine remuneration matters."

The former sub-clause (16) shall be renumbered as sub-clause (17).

6. Sub-clause (6) of Clause 1 of Article 106 of the Articles of Association

"(6) According to the general manager's nomination, appoint or dismiss major business person-in-charge."

shall be deleted. The former sub-clauses (7), (8) and (9) shall be renumbered as sub-clauses (6), (7) and (8).

7. Article 118 of the Articles of Association

"The Company has one general manager, several deputy general managers (Chief Officer) who shall be appointed or dismissed by the Board of Directors. The deputy general managers (Chief Officers) assist the work of the general manager.

Management officers of the holding company cannot hold a concurrent position of the Company's general manager, deputy general manager (Chief Officer), financial controller, sales supervisor and secretary to the Board of Directors."

shall be amended as:

"The Company has one general manager, several deputy general managers who shall be appointed or dismissed by the Board of Directors.

Management officers of the holding company cannot hold a concurrent position of the Company's general manager, deputy general manager, financial controller, sales officer and secretary to the Board of Directors."

8. Sub-clause (8) of Article 119 of the Articles of Association

"Submitting to the Board of Directors for the appointment or dismissal of the Company's deputy general manager (Chief Officer), financial controller or any other senior management officers, and submitting to the Chairman for the appointment or dismissal of major business person in charge."

shall be amended as:

"Submitting to the Board of Directors for the appointment or dismissal of the Company's deputy general manager, person in charge of financial affairs or any other senior management officers, and submitting to the Board of Directors for the appointment or dismissal of other management staff of major operations other than senior management officers."

The Company confirms that there is nothing unusual about the proposed amendment to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolutions at the EGM.

PROPOSED ELECTION OF SUPERVISORS

Reference is made to the announcement of the Company dated 1 December 2010 in relation to the resignation of Mr. Peng and Ms. Dai as Supervisors. The resignation of Mr. Peng and Ms. Dai will take effect after approvals by the Shareholders for the appointment of two new Supervisors are obtained at the EGM.

Mr. Peng and Ms. Dai have applied to resign as Supervisors and members of the Supervisory Committee due to work change. In accordance with Clauses 124 and 125 of the Articles of Association, the term of office of a Supervisor shall be three years, and the appointment of the shareholders' representative Supervisors shall require the approval of the Shareholders at the general meeting.

Both Mr. Peng and Ms. Dai confirmed that they have no disagreement with the Supervisory Committee and there is no other matter in relation to their resignations that needs to be brought to the attention of the Shareholders.

The Supervisory Committee nominated Mr. Li and Mr. Ma as candidates for election as Supervisors. Ordinary resolutions will be proposed at the EGM to elect Mr. Li and Mr. Ma for the election as Supervisors, and to authorise the Board to approve their remuneration and to enter into service contract with each of the newly-elected Supervisors.

The biographical details of Mr. Li and Mr. Ma are set out in the Appendix I to this circular.

The term of office of Mr. Li and Mr. Ma will be commenced on the date on which approvals for each of their appointments by the Shareholders are obtained at the EGM and shall last until the expiry of the relevant session of the Supervisory Committee. Save as disclosed in their respective biographical details set out in this circular, both Mr. Li and Mr. Ma did not hold any other directorships in other listed public companies in the past three years and they (i) are not related to any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) are not interested in any Shares of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any other position with the Company or other members of the Group.

Save as disclosed herein, both Mr. Li and Mr. Ma have confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the appointments of each of them that is required to be disclosed pursuant to Rule 13.51 (2) (h) to (v) of the Listing Rules.

EGM

Set out on pages 11 to 12 of this circular are notices convening the EGM to be held at 9:30a.m.on Tuesday, 18 January 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the PRC. Special resolutions are proposed to the Shareholders at the EGM to consider and, if thought fit, for approving the amendments to the Articles of Association and approving the approving the appointment of Mr. Li and Mr. Ma as Supervisors.

Notice of the EGM, together with the reply slip and proxy form, are enclosed herein. Whether or not you are able to attend the meetings in person, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. In case of holders of H Shares, the proxy forms shall be lodged with the H Shares share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of holders of Domestic Shares, the proxy forms shall be lodged with the head office of the Company in the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for holding the EGM (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the meeting or any adjournment if you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, voting on all resolutions set out in the notices of EGM at the EGM shall be taken by way of poll pursuant to Article 78 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same manner.

RECOMMENDATIONS

The Directors are of the opinion that the proposed election of Supervisors and the proposed amendments to the Articles of Association are in the interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
By order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
Gong Cimin
Chairman

* *For identification purposes only*

Biographical details of the aforesaid candidates for Supervisors are as follows:

Mr. Li Kun (李昆), aged 39, is an accountant with more than 17 years' experience in financial accounting. Mr. Li graduated from South Western University of Finance and Economics with a Bachelor degree in Economics. During the period from July 1993 to November 2010, Mr. Li was the deputy supervisor and supervisor of the accounting centre of the finance planning department of Sichuan Daily* (四川日報), integrated management officer of the finance department and deputy supervisor of group's business development department of Sichuan Daily Press Group* (四川日報報業集團) (also the deputy general manager of Huaxi Daily Press* (華西都市報)), general manager of Sichuan Xin Wen Material Trading Company Limited Company* (四川欣聞物資貿易有限責任公司) and the supervisor of the finance department, assistant to the general manager (also the deputy supervisor, general deputy manager of Huaxi Daily Press' Committee and the chairman of Consumer Quality Press* (消費質量報社)), and the director of the group general manager's office of Sichuan Daily Press Group* (四川日報報業集團). In November 2010, Mr. Li was appointed as the assistant to the general manager and the supervisor of the finance department of Sichuan Daily Press Group.

Mr. Ma Chuan (馬川), aged 35, is the general manager of Chengdu Xin Hui Industrial Co., Ltd.* (成都鑫匯實業有限公司), a non-wholly owned subsidiary of the Company. Mr. Ma currently holds 2% of the equity interest in and is the deputy director of Chengdu Hua Sheng Group Industrial Company Limited* (成都市華盛(集團)實業有限公司), a promoter of the Company. Mr. Ma graduated with a major in Business Administration from South Western University of Finance and Economics in 1997. In 2002, Mr. Ma obtained a MBA degree from the University of La Verne, California, USA. Mr. Ma has more than 13 years' experience in corporate management. During the period from September 1997 to June 2005, Mr. Ma was the manager of the marketing department of Shenzhen Ju You Group* (聚友集團) and the finance director of the Los Angeles Branch of Shenzhen Ju You Group.

Subject to the approvals for appointment of Mr. Li and Mr. Ma at the EGM, they will respectively enter into a service contract with the Company and before that they will not receive any remuneration or bonus payments from the Company.

The term of office of Mr. Li and Mr. Ma will be commenced on the date on which approvals for each of their appointments by the Shareholders are obtained at the EGM and shall last until the expiry of the relevant session of the Supervisory Committee. Save as disclosed above, both Mr. Li and Mr. Ma did not hold any other directorships in other listed public companies in the past three years and they (i) are not related to any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any interest or deemed interest in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any other position with the Company or other members of the Group.

Save as disclosed herein, both Mr. Li and Mr. Ma have confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the appointments of each of them that is required to be disclosed pursuant to Rule 13.51 (2) (h) to (v) of the Listing Rules.

* *For identification purposes only*

新華文軒出版傳媒股份有限公司
XINHUA WINSHARE PUBLISHING AND MEDIA 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 新華文軒出版傳媒股份有限公司 Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 9:30 a.m. on Tuesday, 18 January 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, 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 appointment of Mr. Li Kun as a supervisor of the Company and to authorise the board (the "**Board**") of directors (the "**Directors**") of the Company to determine the remuneration and to enter into service contract with the newly elected supervisor of the Company subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

2. To consider and approve the appointment of Mr. Ma Chuan as a supervisor of the Company and to authorise the Board to determine the remuneration and to enter into service contract with the newly elected supervisor of the Company subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

SPECIAL RESOLUTIONS

3. To consider and approve the proposed amendments to the articles of association of the Company (details of which are set out in the section headed "Proposed Amendments to the Articles" of the "Letter from the Board" of the circular dispatched to shareholders of the Company on or before 3 December 2010) and to authorise any one director or secretary to the board of directors of the Company 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 of the Company.

By order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
Gong Cimin
Chairman

Sichuan, the PRC, 3 December 2010

* *For identification purpose only*

Notes:

1. The register of members of the Company will be closed from 19 December 2010 to 18 January 2011 (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 17 December 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 29 December 2010.

6. The EGM is expected to take 40 minutes. 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. Yu Changjiu, Mr. Li Jiawei, Mr. Luo Jun, Mr. Wu Qiang, Mr. Zhang Chengxing, 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.