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WINSHARE

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.