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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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.*), you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES, PROPOSED CHANGE OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting for holders of shares of 新華文軒出版傳媒股份有限公司 (Xinhua Winshare Publishing and Media Co., Ltd.*) (the “**Company**”) to be held at 9:30 a.m. on Wednesday, 25 May 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China (“**PRC**”), are set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form 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 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 such meeting (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.

* For identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Wednesday, 25 May 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan,, the PRC or any adjournment thereof, to consider, and if thought fit, to approve, among other things, the granting of the Issue Mandate to the Directors
“AGM Notice”	the notice for convening the AGM set out on pages 6 to 8 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“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
“Company Law”	《中華人民共和國公司法》 (the Company Law of the PRC), as enacted by the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993
“Deloitte”	Deloitte Touche Tohmatsu CPA Ltd., Certified Public Accountants
“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
“EY”	Ernst & Young, Certified Public Accountants

DEFINITIONS

“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
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and otherwise deal with additional Shares with a nominal amount not exceeding 20% of the total nominal amount of shares of the same class of the Company in issue as at the date of the AGM, as described in the special resolution no. 7 in the AGM Notice
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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)
“ShineWing”	ShineWing Certified Public Accountants, Certified Public Accountants
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

LETTER FROM THE BOARD



WIN SHARE

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. Yu Changjiu

Mr. Li Jiawei

Mr. Luo Jun

Mr. Wu Qiang

Mr. Zhang Chengxing

Mr. Zhao Junhuai

Mr. Zhao Miao

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

Independent Non-executive Directors:

Mr. Han Xiaoming

Mr. Cheng Sanguo

Mr. Chan Yuk Tong

Principal Place of Business

in Hong Kong:

8th Floor

Gloucester Tower

The Landmark

15 Queen's Road Central

Hong Kong

8 April 2011

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES,
PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are (i) to provide you with information regarding the special resolution to be proposed at the AGM to grant to the Directors the Issue Mandate and the ordinary resolution to be proposed at the AGM to approve the change of auditors; and (ii) to give you the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

A special resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the issued shares of each class of shares of the Company as at the date of passing of such resolution. Details of the Issue Mandate are set out in the special resolution no. 7 in the AGM Notice.

The Issue Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the Articles of Association or any applicable law(s); or (iii) the date on which the authority given under the special resolution approving the Issue Mandate is revoked or varied by an special resolution of the Shareholders.

PROPOSED CHANGE OF AUDITORS

Reference is made to the Company's announcement dated 6 April 2011. EY and ShineWing have resigned as the international and the PRC auditors of the Company respectively with effect from 6 April 2011.

The change of auditors was to improve the efficiency and reduce the cost of the Company. The Board has resolved to propose the appointment of Deloitte as the sole auditor of the Company for the year 2011 undertaking the role of the international auditor as well as the PRC auditor of the Company in compliance with the Listing Rules which is subject to the approval by the Shareholders at the AGM.

Both EY and ShineWing have confirmed in writing that there were no matters in connection with their resignations that should be brought to the attention of the Shareholders. The Board also confirmed that there were no relevant matters that should be brought to the attention of the Shareholders. The Board further confirmed that there are no disagreements or unresolved matters between the Company and EY and ShineWing regarding the change of auditors of the Company.

AGM

Set out on pages 6 to 8 of this circular is a notice convening the AGM to be held at 9:30 a.m. on Wednesday, 25 May 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the PRC. A special resolution is proposed to the Shareholders at the AGM to consider and, if thought fit, for granting to the Directors the Issue Mandate.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form 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 share registrar of the Company in Hong Kong,

LETTER FROM THE BOARD

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 such meeting (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 AGM Notice at the AGM 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 grant of Issue Mandate and the change of auditors 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 AGM.

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

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) 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 Wednesday, 25 May 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 report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2010;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2010;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2010;
4. To consider and approve the profit distribution plan and the declaration of a final dividend and a special dividend for the year ended 31 December 2010;
5. To consider and approve the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the sole auditor of the Company for the year 2011 undertaking the role of international auditor as well as the PRC auditor in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and to authorize the Board to fix its remunerations;
6. To consider and approve the remuneration of Directors and supervisors of the Company for the year ended 31 December 2010;

NOTICE OF AGM

SPECIAL RESOLUTION

7. To consider and approve:

- (A) the grant to the Board a general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, subject to the following conditions:
- (i) that the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to the general mandate shall not exceed 20% of the issued shares of each class of shares of the Company as at the date of passing of this special resolution;
 - (ii) that the exercise of the general mandate is subject to all governmental and/or regulatory approval(s), if any, under the applicable law (including but without limitation to the Company Law of the PRC and the Listing Rules);
 - (iii) that the general mandate shall remain valid until the earliest of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the articles of association of the Company or any applicable law(s); or (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (B) the authorisation to the Board to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment and issue of any new shares pursuant to the exercise of the general mandate referred to in paragraph (A) of this resolution.

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

Sichuan, the PRC, 8 April 2011

* For identification purposes only

NOTICE OF AGM

Notes:

1. The register of members of the Company will be closed from 25 April 2011 to 25 May 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 AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H 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) or the head office of the Company in the PRC (for holders of domestic shares), no later than 4:30 p.m. on 21 April 2011.
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, to the Company's H 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, 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 share registrar (for holders of H Shares) or to the head office of the Company in the PRC (for holders of the Domestic Shares) on or before 5 May 2011.
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