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)

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;

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*

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

As at the date of this announcement, the Board of the Company comprises (a) Mr. Gong Cimin and Mr. Zhang Bangkai as executive directors; (b) Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Zhang Chengxing, Mr. Li Jiawei, Mr. Luo Jun, Mr. Zhao Junhuai, Mr. Wu Qiang and Mr. Zhao Miao as non-executive directors; and (c) Mr. Chan Yuk Tong, Mr. Han Xiaoming and Mr. Cheng Sanguo as independent non-executive directors.