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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.

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: 00811)

ELECTION OF THE BOARD IN THE THIRD SESSION, ELECTION OF THE SUPERVISORY COMMITTEE IN THE THIRD SESSION, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PROPOSED AMENDMENTS TO THE BOARD MEETING RULES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the extraordinary general meeting (the "**EGM**") of the Company to be held at 9:30 a.m. on Thursday, 29 September 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China ("**PRC**"), is set out on pages 28 to 30 of this circular.

Whether or not you are able to attend the EGM 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 the EGM (or any adjourned meeting(s) 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 purposes only*

11 August 2011

CONTENTS

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

"Announcement"	the announcement of the Company dated 3 August 2011 regarding the proposed election of the Directors and Supervisors, the proposed amendments to the Articles of Association and the proposed amendments to the Board Meeting Rules
"Articles" or "Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors of the Company
"Board Meeting Rules"	the rules of procedure for the meetings of the Board, as amended from time to time
"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 Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC at 9:30 a.m. on Thursday, 29 September 2011
"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
"Latest Practicable Date"	5 August 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Parent"	四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd*), a wholly state-owned company established in the PRC, and a promoter and controlling Shareholder as at the Latest Practicable Date
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising both Domestic Shares and H Shares
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisors of the Company
"Supervisory Committee"	the supervisory committee of the Company

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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: 00811)

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

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

11 August 2011

To the Shareholders

Dear Sir/Madam,

**ELECTION OF THE BOARD IN THE THIRD SESSION,
ELECTION OF THE SUPERVISORY COMMITTEE IN THE THIRD SESSION,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE BOARD MEETING RULES AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement.

* *For identification purposes only*

The purpose of this circular is to provide you with (i) information regarding ordinary resolutions to be proposed at the EGM relating to the election of the Board in the third session, election of the Supervisory Committee in the third session and fixing the remuneration of the Directors and Supervisors; and (ii) information regarding special resolutions to be proposed at the EGM relating to the proposed amendments to the Articles of Association and the proposed amendments to the Board Meeting Rules.

ELECTION OF THE BOARD IN THE THIRD SESSION

The Board in the third session shall comprise 9 Directors, comprising 3 executive Directors, 3 non-executive Directors and 3 independent non-executive Directors. Pursuant to the Articles of Association and the laws of the PRC, the term of office of each Director shall commence from the date of his appointment until expiry of the relevant session of the Board. Upon expiry of the relevant session, all retiring Directors, being eligible, may offer themselves for re-election at the EGM.

The Directors of the third session of the Board will be elected at the EGM. The term of the Board in the third session will be for a period of three years which is proposed to commence on 29 September 2011 and expire on 28 September 2014.

The proposed candidates of the Board in the third session are nominated by the Shareholders and the Nomination Committee of the Company. Mr. Gong Cimin (Chairman), Mr. Zhao Miao, Mr. Zhang Chengxing, Mr. Luo Jun, Mr. Zhao Junhuai, Mr. Chan Yuk Tong and Mr. Han Xiaoming are members of the Board in the second session and have been nominated as candidates for re-election as members of the Board in the third session. Mr. Luo Yong and Mr. Han Liyan are newly nominated candidates for election as members of the Board in the third session.

The election of the above candidates will be presented individually to the Shareholders for voting at the EGM. Brief biographical details of all the above candidates are set out in Appendix I to this circular.

Mr. Zhang Bangkai, Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Li Jiawei, Mr. Wu Qiang and Mr. Cheng Sanguo, who are members of the Board in the second session, have not been nominated as candidates for re-election as members of the Board in the third session.

ELECTION OF THE SUPERVISORY COMMITTEE IN THE THIRD SESSION

The Supervisory Committee in the third session shall comprise 9 Supervisors, including 4 Supervisors representing the Shareholders, 2 independent Supervisors and 3 Supervisors representing the staff and workers of the Company. Pursuant to the Articles of Association and the laws of the PRC, the term of office of each Supervisor shall commence from the date of his/her appointment until expiry of the relevant session of the Supervisory Committee. Upon expiry of the relevant session, all retiring Supervisors, being eligible, may offer themselves for re-election at the EGM.

The Supervisors (excluding Supervisors representing the staff and workers of the Company) of the third session of the Supervisory Committee will be elected at the EGM. The term of the Supervisory Committee in the third session will be for a period of three years which is proposed to commence on 29 September 2011 and expire on 28 September 2014. The Supervisors representing the staff and workers of the Company will be elected by the staff and workers of the Company democratically.

Mr. Xu Yuzheng, Mr. Li Kun, Mr. Fu Daiguo and Mr. Li Guangwei are members of the Supervisory Committee in the second session and have been nominated as candidates for re-election as members of the Supervisory Committee in the third session. Mr. Xu Ping and Ms. Tan Wei are newly nominated candidates for election as members of the Supervisory Committee in the third session.

Ms. Lan Hong, Ms. Liu Nan and Mr. Li Qiang, being the Supervisors representing the staff and workers of the Company of the second session of the Supervisory Committee, will or will not be re-elected as members of the Supervisory Committee in the third session by the staff and workers of the Company democratically.

The election of the above candidates (excluding Supervisors representing the staff and workers of the Company) will be presented individually to the Shareholders for voting at the EGM. Brief biographical details of all the above candidates (excluding Supervisors representing the staff and workers of the Company) are set out in Appendix II to this circular.

Mr. Xiao Changjiu and Mr. Ma Chuan, who are retiring Supervisors of the Supervisory Committee, have not been nominated as candidates for re-election as members of the Supervisory Committee in the third session.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Announcement. In order to, among other things, comply with certain legal requirements on the number of the Directors and the composition of the Board, 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, 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."

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 extraordinary general meeting held on 13 May 2005, the annual general meeting held on 29 June 2006, 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, the extraordinary general meeting held on 20 August 2010 and the extraordinary general meeting held on 18 January 2011 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 29 September 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. Article 102 of the Articles of Association

"The Company shall establish a Board comprising 13 Directors. The Board has one Chairman and may appoint vice Chairman.

The Board is independent of controlling organizations (referring to companies, enterprises and institutions with legal person identity who hold any interests in the Company and having the same meaning hereinafter).

More than half of the members of the Board should be external Directors (referring to Directors who do not hold any position within the Company and having the same meaning hereinafter) and there shall be more than three independent non-executive Directors (referring to Directors who are independent of the Company's shareholders and do not hold position within the Company and having the same meaning hereinafter)."

shall be amended as:

"The Company shall establish a Board comprising 9 Directors. The Board has one Chairman and may appoint vice Chairman.

The Board is independent of controlling organizations (referring to companies, enterprises and institutions with legal person identity who hold any interest in the Company and having the same meaning hereinafter).

More than half of the members of the Board should be external Directors (referring to Directors who do not hold any position within the Company and having the same meaning hereinafter) and at least one-third of the Board shall be independent non-executive Directors."

The legal advisers to the Company as to Hong Kong laws and the PRC laws have confirmed that the proposed amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendments for a company incorporated under the laws of PRC and listed on the Stock Exchange.

PROPOSED AMENDMENTS TO THE BOARD MEETING RULES

Reference is made to the Announcement. In order to, among other things, comply with certain legal requirements on the number of the Directors and the composition of the Board, the Board proposes to amend the Board Meeting Rules as follows:

1. Rule 3 of the Board Meeting Rules

"The Board comprises 13 Directors. Among whom, at least three shall be independent Directors."

shall be amended as:

"The Board comprises 9 Directors. Among whom, at least one-third shall be independent non-executive Directors and more than half shall be external Directors (referring to Directors who do not hold any position within the Company)."

2. Rule 12 of the Board Meeting Rules

"The chairman of the Board shall convene an extraordinary meeting of the Board within 10 days after receiving the following proposed resolutions from:

I. Shareholders representing more than 10% of the voting right;

II. more than one-third of Directors;

III. the Supervisory Committee;

IV. the general manager of the Company;

V. more than 2 independent Directors;

VI. the chairman of the Board."

shall be amended as:

"The chairman of the Board shall convene an extraordinary meeting of the Board within 10 days after receiving the following proposed resolutions from:

I. Shareholders representing more than 10% of the voting right;

II. more than one-third of Directors;

III. the Supervisory Committee;

IV. the general manager of the Company;

V. more than 2 independent non-executive Directors;

VI. the chairman of the Board."

3. Rule 15 of the Board Meeting Rules

"The Board shall give prior notice to all the Directors within the prescribed time and provide sufficient information, including the relevant background materials of the topics to be discussed in the meeting and other information and data which may assist Directors to understand the progress of the Company's business. If 2 or more of the independent Directors hold the opinion that the information is insufficient or the demonstration is not precise, they can jointly propose in writing to the Board to postpone the meeting of the Board or to postpone the consideration of such matters and the Board shall accept the proposal."

shall be amended as:

"The Board shall give prior notice to all the Directors within the prescribed time and provide sufficient information, including the relevant background materials of the topics to be discussed in the meeting and other information and data which may assist Directors to understand the progress of the Company's business. If 2 or more of the independent non-executive Directors hold the opinion that the information is insufficient or the demonstration is not precise, they can jointly propose in writing to the Board to postpone the meeting of the Board or to postpone the consideration of such matters and the Board shall accept the proposal."

4. Rule 18 of the Board Meeting Rules

"In the event that a Director fails to attend the Board meetings in person for two consecutive times and that he/she fails to appoint another Director to attend the Board meetings on his/her behalf; in the event that an independent Director fails to attend the Board meetings in person for three consecutive times, the Board shall propose to the shareholders' general meeting(s) to have such director(s) removed and replaced."

shall be amended as:

"In the event that a Director fails to attend the Board meetings in person for two consecutive times and that he/she fails to appoint another Director to attend the Board meetings on his/her behalf; in the event that an independent non-executive Director fails to attend the Board meetings in person for three consecutive times, the Board shall propose to the shareholders' general meeting(s) to have such director(s) removed and replaced."

5. Rule 21 of the Board Meeting Rules

"Independent Directors shall provide independent opinions to the Board or shareholders' general meetings on the following issues:

I. nomination, appointment and dismissal of Directors;

II. appointment or dismissal of senior management;

III. remunerations of Directors and senior management;

IV. loans or capital flow given by the Shareholders, actual controlling parties and their associated companies to the Company which amount to or exceed certain threshold (as determined by the regulatory authorities from time to time) and will be regarded as material connected transactions which require to be approved in the meeting of the Board or the Shareholders' general meetings accordingly to laws; and whether the Company shall take effective measures to recover the outstanding receivables."

shall be amended as:

"Independent non-executive Directors shall provide independent opinions to the Board or shareholders' general meetings on the following issues:

I. nomination, appointment and dismissal of Directors;

II. appointment or dismissal of senior management;

III. remunerations of Directors and senior management;

IV. loans or capital flow given by the Shareholders, actual controlling parties and their associated companies to the Company which amount to or exceed certain threshold (as determined by the regulatory authorities from time to time) and will be regarded as material connected transactions which require to be approved in the meeting of the Board or the Shareholders' general meetings accordingly to laws; and whether the Company shall take effective measures to recover the outstanding receivables."

6. Rule 31 of the Board Meeting Rules

"This Rules shall take effect on the date upon which it is approved by an ordinary resolution in a shareholders' meeting."

shall be amended as:

"This Rules shall take effect on the date upon which it is approved by a special resolution in a shareholders' meeting."

EXTRAORDINARY GENERAL MEETING

Set out on pages 28 to 30 of this circular is a notice convening the EGM to be held at 9:30 a.m. on Thursday, 29 September 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. Ordinary resolutions are proposed to the Shareholders at the EGM to consider, and if thought fit, for approving the appointment of the Directors and the Supervisors, while 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 the amendments to the Board Meeting Rules.

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 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 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 notice 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 (i) the proposed election of the Board in the third session; (ii) the proposed election of the Supervisory Committee in the third session; (iii) the proposed amendments to the Articles of Association; and (iv) the proposed amendments to the Board Meeting Rules 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.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

The English version of the proposed amendments to the Articles of Association, the proposed amendments to the Board Meeting Rules and the biographical details of the candidates of the Board and the Supervisory Committee set out in the Appendices to this circular is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

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

Set out below are the brief biographical details of the candidates of the Board in the third session:

EXECUTIVE DIRECTORS

Mr. Gong Cimin (龔次敏), aged 56, is a proposed executive Director of the third session. Mr. Gong has been appointed as an executive Director since 11 June 2005 and has been appointed as chairman of the Company in September 2006. Mr. Gong obtained a master's level course completion certificate in economics and business administration from Sichuan University (四川大學) in July 2002. Mr. Gong is also a senior economist. He is the vice chairman of The Books and Periodicals Distribution Association (中國書刊發行協會) of China and the China Xinhua Bookstore Association (中國新華書店協會). Mr. Gong acted as deputy manager, general manager and secretary of party committee of Chengdu City Xinhua Bookstore (成都市新華書店) from 1984 to 2003. Mr. Gong joined the Parent in December 2003 and worked as the director of the Chengdu City Management Centre (成都市管理中心). Mr. Gong served as the executive Director and general manager and then vice chairman of the Company from June 2005 to September 2006. Mr. Gong was the vice president of the Parent from January 2006 to February 2007. Mr. Gong has been appointed as chairman and secretary of party committee of the Parent since February 2007 and still assumes these positions. Mr. Gong has over 38 years of extensive experience in administration and business management in relation to the publication and publishing industry.

During the three years prior to the Latest Practicable Date, Mr. Gong did not hold any position in other listed companies.

Mr. Gong will enter into a service contract with the Company. The amount of emoluments payable to Mr. Gong will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gong did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Gong has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Zhao Miao (趙苗), aged 51, is a proposed executive Director of the third session. Mr. Zhao has been appointed as the non-executive Director of the Company since 10 February 2009. Mr. Zhao graduated from the Correspondence College of the Party College of Sichuan

Province of the Communist Party of China (中央黨校函授學校), majoring in economics management and later completed the postgraduate course of economics management from the Correspondence College of the Central Chinese Communist Party School (中央黨校函授學院). Mr. Zhao was also granted professional qualifications for senior political officer and senior economist. Mr. Zhao worked as a teacher of Hedong Primary School, Qu County, Sichuan (四川省渠縣河東小學). Mr. Zhao worked in Sichuan Petroleum Management Bureau (四川石油管理局) from July 1980 to May 2002 as a teacher of the Technical School of the Sichuan Petroleum Management Bureau (四川石油管理局), an educational officer and employment relationship officer in the Personnel Department, a clerk of the General Office of the Party Committee, a secretary of the Communist Youth League Committee, and a manager of Sichuan Petroleum Travel Agency (四川石油旅行社). From May 2002 to July 2008, Mr. Zhao was the deputy-chief of the Autonomous Prefecture of Aba Zangs and Qiangs of the Sichuan Province (四川省阿壩藏族羌族自治州), a member of the Leading Party Group of the Prefecture Government, a member of the Standing Committee of Prefecture and a secretary of the Discipline Inspection Commission of the Prefecture. In July 2008, Mr. Zhao joined Sichuan Publishing Group (四川出版集團), where he acted as general manager and deputy director of the management committee. Mr. Zhao has been appointed as the president of Sichuan Publishing Group Co. Ltd. (四川出版集團有限責任公司) in November 2009. Mr. Zhao has over 33 years of extensive experience in education, administrative management and supervision.

During the three years prior to the Latest Practicable Date, Mr. Zhao did not hold any position in other listed companies.

Mr. Zhao will enter into a service contract with the Company. The amount of emoluments payable to Mr. Zhao will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

As at the Latest Practicable Date, Mr. Zhao did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Luo Yong (羅勇), aged 48, is a proposed executive Director of the third session. Mr. Luo has been appointed as the general manager of the Company since July 2008. Mr. Luo graduated from the Faculty of Chinese Language of Southwest University for Nationalities (西南民族大學) majoring in journalism, and completed a journalism course at the College of Arts of Southwest University for Nationalities (西南民族大學) and an advance program on business administration from Renmin University of China (中國人民大學), respectively. He possesses the professional qualification as an editor. Mr. Luo joined Ganzi News (甘孜報社) in 1982 and acted as a reporter. Mr. Luo joined Sichuan Nationalities Press (四川民族出版社) in November 1987, and had worked as the office head, assistant to director, deputy director, director, party secretary and editor-in-chief of Sichuan Nationalities Press. In November 2003, he was appointed as the deputy head of management committee of Sichuan Publication Group and the president of Sichuan Nationalities Press. Mr. Luo is currently the deputy secretary of the Communist Party of China of Sichuan Publication Group. Mr. Luo was awarded the Model Worker of Sichuan Province (四川省勞動模範) and the Top 10 Outstanding Youths of Sichuan Province (四川省十大傑出青年) in 2005. Mr. Luo was granted special government subsidy by the State Council in 2008. He was awarded as a pioneer in the national news publication industry (全國新聞出版發行業領軍人才) in 2010. Mr. Luo has over 23 years of experience in operating management in relation to the publication industry.

During the three years prior to the Latest Practicable Date, Mr. Luo did not hold any position in other listed companies.

Mr. Luo will enter into a service contract with the Company. The amount of emoluments payable to Mr. Luo will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

As at the Latest Practicable Date, Mr. Luo did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Luo has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

NON-EXECUTIVE DIRECTORS

Mr. Zhang Chengxing (張成行), aged 54, is a proposed non-executive Director of the third session. Mr. Zhang has been the non-executive Director of the Company since 30 July 2008. Mr. Zhang graduated from Sichuan Nanchong Teachers College (四川南充師範學院), majoring in Chinese Literature and obtained a graduate degree in law from Sichuan Provincial Communist Party School (四川省委黨校). Mr. Zhang was the chief officer, deputy director of the press publication office of the Propaganda Department of the Sichuan Province Committee of the Communist Party of China (中共四川省委宣傳部新聞出版處) from 1989 to 1998, and was the director of the publishing office of the Propaganda Department of the Sichuan Province Committee of the Communist Party of China (中共四川省委宣傳部出版處) in April 1998. Mr. Zhang has been the vice president of the Parent since January 2006 and still assumes that position. Mr. Zhang has extensive knowledge in media management and has over 23 years of extensive experience in publication and distribution management.

During the three years prior to the Latest Practicable Date, Mr. Zhang did not hold any position in other listed companies.

Mr. Zhang will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Zhang will be determined in accordance with the terms and conditions of the letter aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Luo Jun (羅軍), aged 45, is a proposed non-executive Director of the third session. Mr. Luo has been appointed as non-executive Director of the Company since 30 July 2008. Mr. Luo graduated from Shaanxi Institute of Finance and Economics (陝西財經學院) with an economics bachelor's degree in materials, economics and management. He obtained a master's degree in economics management at the Central Chinese Communist Party School (中央黨校). He was the secretary of the directly administered entities youth league committee (直屬機關團委書記), deputy head and head of the personnel education department (人事教育處副處長及處長) from 1990 to 2006. He was appointed as the chief officer of the training centre of Sichuan Province Press and Publication Bureau (四川省新聞出版培訓中心主任) in November 2001. Mr. Luo was appointed the vice president of the Parent since January 2006 and still assumes that position. Mr. Luo was Supervisor from April 2006 to July 2008 and Chairman of the Supervisory Committee in May 2006. Furthermore, Mr. Luo is also the chairman of Sichuan Xinhua Hotel Management Co., Ltd. (四川新華酒店管理有限責任公司). Mr. Luo has over 25 years of experience in the publication industry and government and corporate management.

During the three years prior to the Latest Practicable Date, Mr. Luo did not hold any position in other listed companies.

Mr. Luo will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Luo will be determined in accordance with the terms and conditions of the letter aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Luo did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Luo has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Zhao Junhuai (趙俊懷), aged 43, is a proposed non-executive Director of the third session. Mr. Zhao has been appointed as non-executive Director of the Company since 16 October 2007. Mr. Zhao held a bachelor's degree in agricultural economic management from Sichuan Agricultural University (四川農業大學), a master's degree in finance and a PhD degree in financial investment from Southwestern University of Finance and Economics (西南財經大學). Mr. Zhao was the vice director of the committee of Chengdu Economic Development Zone (成都經濟開發區), president of the eighth sub-branch of Sichuan branch of China Construction Bank and deputy general manager of the International Business Department of the Sichuan Branch of China Construction Bank. Mr. Zhao is currently the vice chairman of Chengdu Hua Sheng (Group) Industry Company Limited (成都市華盛（集團）實業有限公司), and chairman of Shu Du sub-branch of Musical Kindergarten of Chengdu Conservatory of Music (成都音樂學院幼兒園蜀都分園), Chengdu Hezhengyang Investment Company Limited (成都市和正洋投資有限公司) and Chengdu Xin Hui Industrial Co., Ltd. (成都鑫匯實業有限公司). Mr. Zhao is currently also the director of Sichuan Winshare Logistics Company Limited (四川文軒物流有限公司), Sichuan Winshare Properties Co., Ltd. (四川文軒置業有限公司) and Sichuan Winshare Preschool Educational Management Co., Ltd. (四川文軒幼兒教育管理有限公司).

During the three years prior to the Latest Practicable Date, Mr. Zhao did not hold any position in other listed companies.

Mr. Zhao will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Zhao will be determined in accordance with the terms and conditions of the letter aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhao did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Han Xiaoming (韓小明), aged 58, is a proposed independent non-executive Director of the third session. Mr. Han has been appointed as an independent non-executive Director since 11 June 2005. Mr. Han graduated from Renmin University of China (中國人民大學) majoring in politics and economics. He was also the associate dean of the China Economic Reform and Development Research Institute (中國經濟改革與發展研究院). Mr. Han was involved in several research projects organised by the Department of Propaganda, General Administration of Press and Publication of the PRC ("GAPP"), the Joint Research and Study Committee for Higher Education Press Reform of the Ministry of Education (教育部高校出版社改革聯合調研組) and GAPP's Publication System Reform Research and Study Group (新聞出版總署發行體制改革調研組) and has published a number of related research reports and papers. He was a panel member of the State Review Committee for Major Publication Projects (國家重大出版工程評審組) and the State Review Committee for Science and Technology Fundamental Platform Projects of the Ministry of Science and Technology (科技部國家科技基礎條件平台項目評審組). Mr. Han has been a consultant on many projects in relation to asset restructuring and strategy development. He was involved in the strategic development project of Beiren Group Corporation (北人集團公司). He also participated in a research and study project of Zhongguancun Technology Zone in Beijing (北京市中關村科技園區). Mr. Han is currently a professor (tutor of postgraduate candidates) of the Department of Economics of People's University of China, a member of the Expert Committee on Telecommunication Economic and Management of the Ministry of Industry and Information Industry (工業與信息化部電信經濟和電信管理專家委員會), and the council member of China Information Economics Society.

During the three years prior to the Latest Practicable Date, Mr. Han did not hold any position in other listed companies.

Mr. Han will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Han will be determined in accordance with the terms and conditions of the letter aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Han did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Han has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Han Liyan (韓立岩), aged 56, is a proposed independent non-executive Director of the third session. Mr. Han graduated from Beijing Normal University (北京師範大學) majoring in science, where he got a PhD of science, and then he committed himself in macroeconomics postdoctoral research at Vienna University of Economics and Business, Austria. He is currently serving as an economic professor-in-charge, doctoral supervisor and dean of the Economics Department in the Economic and Management Institute of Beijing University of Aeronautics and Astronautics (北京航空航天大學), and enjoying a State Council granted special government allowance. From February 1982 to March 2000, Mr. Han taught and served as a director of basic courses at Capital University of Economics and Business (首都經濟貿易大學) (formerly known as Beijing College of Economics (北京經濟學院)), during that period, he was engaged in an economic research project on the global banks at the Chinese Economy Research Centre of Peking University (北京大學) in 1997, and in 1999 and 2004, he conducted senior visiting researches at respectively the Economic Institute of Ruhr University in Bochum, Germany and the Department of Finance of University of New South Wales, Australia. Mr. Han was honored as an (young) academic leader among the higher education institutions of Beijing (北京市高校（青年）學科帶頭人) in 1993. In 1997, he was accounted as a nominee of the Cross-century Talents Project of Beijing, and successively won four ministerial-level science research achievement awards. Mr. Han has even presided over ten national and ministerial scientific foundation projects, and attended twice the Young Scientist Forum (青年科學家論壇) organized by China Association for Science and Technology. Mr. Han also held a concurrent post as a doctoral supervisor in quantitative economy at Capital University of Economics and Business, a visiting professor of the EMBA program of the Business School of University of North Alabama and also Shanxi Finance and Economics University (山西財經大學), a director and vice general secretary of the Germany and Austria Branch of the Western Returned Scholars Association, a director and academic member of China Quantitative Economics Association (中國數量經濟學會), a director of the Annual Conference of Chinese Financial Society (中國金融學年會), a director of the financial system engineering professional committee of the Systems Engineering Society of China (中國系統工程學會), a director of the risk analysis professional committee of the Natural Disaster Society of China (中國自然災害學會), an academic leader of the Finance Entrance Exam (金融學聯考學術帶頭人), a paper reviewer of the Annual Conference of the Chinese Economics Society (中國經濟學年會), a member of the science and technology association of AVIC (中國航空工業集團公司). Mr. Han also has presided over administration projects of large enterprise groups like Huaxia Securities, Soochow Securities, Catic consultation, Aerospace Science and Industry, XAC, and etc, and provided training courses to financial institutions as National Association of Financial Market Institutional Investors (銀行間市場交易商協會), China Merchants Bank, Industrial and Commercial Bank of China, Bank of China, Minsheng Bank and Agricultural Bank of China. Mr. Han has over 29 years of experience in economic and financial theory research and management and teaching fields.

During the three years prior to the Latest Practicable Date, Mr. Han did not hold any position in other listed companies.

Mr. Han will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Han will be determined in accordance with the terms and conditions of the letter aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Han did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Han has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Chan Yuk Tong (陳育棠), aged 49, is a proposed independent non-executive Director of the third session. Mr. Chan has been appointed as independent non-executive Director of the Company since 20 April 2006. Mr. Chan held his bachelor's degree in commerce from the University of Newcastle in Australia and a master's degree in business administration from the Chinese University of Hong Kong. Mr. Chan is a practicing fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Chan joined Ernst & Young in November 1988, and was appointed as the audit principal in 1994. Mr. Chan joined G2000 (Apparel) Limited in 2000 and worked as the finance director and sales director from August 2000 to October 2003 and from October 2003 to May 2004, respectively. Mr. Chan also holds directorships in the following publicly listed companies:

Name of company	**Stock code**	**Title**
Sinopoly Battery Limited (formerly known as Thunder Sky Battery Limited and Jia Sheng Holdings Limited)	Stock Exchange: 00729	independent non-executive Director
Daisho Microline Holdings Limited	Stock Exchange: 00567	independent non-executive Director
Kam Hing International Holding Limited	Stock Exchange: 02307	independent non-executive Director
BYD Electronic (International) Company Limited	Stock Exchange: 00285 and Shenzhen Stock Exchange: 002594	independent non-executive Director
Anhui Conch Cement Company Limited	Stock Exchange: 00914 and Shanghai Stock Exchange: 600585	independent non-executive Director
Global Sweeteners Holdings Limited	Stock Exchange: 03889	independent non-executive Director
Ausnutria Dairy Corporation Ltd	Stock Exchange: 01717	independent non-executive Director
Trauson Holdings Company Limited	Stock Exchange: 00325	independent non-executive Director

Moreover, Mr. Chan was an executive Director of Tak Sing Alliance Holdings Limited (which is a company listed on the Stock Exchange, stock code: 00126) and Asia Cassava Resources Holdings Limited (which is a company listed on the Stock Exchange, stock code: 00841), a non-executive Director of Vitop Bioenergy Holdings Limited (which is a company listed on the Stock Exchange, stock code: 01178), an independent non-executive Director of Luks Industrial (Group) Limited (now known as Luks Group (Vietnam Holdings) Company Limited) (which is a company listed on the Stock Exchange, stock code: 00366), World Trade Bun Kee Limited (now known as China Pipe Group Limited) (which is a company listed on the Stock Exchange, stock code: 00380) and Great Wall Motor Company Limited (which is a company listed on the Stock Exchange, stock code: 02333) and deputy general manager of the accounting and finance department of Dongfeng Motor Group Company Limited (which is a company listed on the Stock Exchange, stock Code: 00489). Mr. Chan has over 20 years of experience in audit, accounting, management consulting and financial consulting services.

Save as disclosed above, during the three years prior to the Latest Practicable Date, Mr. Chan did not hold any position in other listed companies.

Mr. Chan will sign a letter of appointment with the Company. The amount of emoluments payable to Mr. Chan will be determined in accordance with the terms and conditions of the letter aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chan has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Set out below are the brief biographical details of the candidates of the Supervisory Committee in the third session (excluding Supervisors representing the staff and workers of the Company):

SUPERVISORS REPRESENTING THE SHAREHOLDERS

Mr. Xu Ping (徐平), aged 53, is a proposed Supervisor of the third session. Mr. Xu graduated from the Party School of the CPC Central Committee (中央黨校), majoring in economy management, and was granted a professional qualification of senior political officer. From January 1982 to September 1997, Mr. Xu worked at the organic chemistry office of Chengdu Branch of Chinese Academy of Sciences (中國科學院), serving as a party secretary, deputy secretary of Labor Committee of Society, secretary, deputy director of administration office and division level staff. From September 1997 to November 2004, he has been the commissioner of the Commission for Discipline Inspection of Sichuan Province, the commissioner (division level) of Administration Office, and the Deputy Officer (division level) of the Promotion and Education Department of the Supervision Department of Sichuan Province. Mr. Xu joined Sichuan Publishing Group Co., Ltd. (四川出版集團) as the deputy secretary of the Commission for Discipline Inspection and the officer of the Audit and Supervision Department in November 2004. He then was promoted as the secretary of the Commission for Discipline Inspection and the member of Party Committee of Sichuan Publishing Group Co. Ltd. in December 2010. He was appointed as a standing council member of Publishers Association of Sichuan (四川出版協會) in June 2011. He has more than 29 years of experience in administration and supervision.

During the three years prior to the Latest Practicable Date, Mr. Xu did not hold any position in other listed companies.

Mr. Xu will enter into a service contract with the Company. The amount of emoluments payable to Mr. Xu will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Xu Yuzheng (許玉鄭), aged 55, is a proposed Supervisor of the third session. Mr. Xu has been appointed as a Supervisor of the Company since 30 July 2008. Mr. Xu graduated from Sichuan Radio and Television University (四川廣播電視大學) majoring in law and obtained a diploma in economic management from Sichuan Normal University (四川師範大學). Mr. Xu holds the professional qualification as a lawyer. Mr. Xu was an officer of Sichuan Provincial Department of Supervision (四川省監察廳), head, supervisor and deputy chief officer of Disciplinary Investigation Committee of Sichuan Party Committee (中共四川省紀律檢查委員會) from August 1988 to December 2005. Mr. Xu joined Sichuan Xinhua Publishing Group (四川新華發行集團) in January 2006 and is the secretary of disciplinary committee and still holds that position. From April 2007, Mr. Xu was appointed as the chairman of the supervisory committee of Sichuan Xinhua Hotel Management Co., Ltd. (四川新華酒店管理有限責任公司) and from March 2008, Mr. Xu was appointed as the chairman of the labour union of Sichuan Xinhua Publishing Group (四川新華發行集團工會). He once was a supervisor of Chengdu Xin Hui Industrial Co., Ltd. (成都鑫匯實業有限公司). Mr. Xu has over 25 years of experience in the regulatory and legal aspects.

During the three years prior to the Latest Practicable Date, Mr. Xu did not hold any position in other listed companies.

Mr. Xu will enter into a service contract with the Company. The amount of emoluments payable to Mr. Xu will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Xu has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Mr. Li Kun (李昆), aged 40, is a proposed Supervisor of the third session. Mr. Li has been appointed as a Supervisor of the Company since 18 January 2011. Mr. Li graduated from South Western University of Finance and Economics (西南財經大學) with a Bachelor degree in Economics. He is also an accountant. During the period from July 1993 to November 2010, Mr. Li was 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. Li has more than 18 years' experience in financial accounting.

During the three years prior to the Latest Practicable Date, Mr. Li did not hold any position in other listed companies.

Mr. Li will enter into a service contract with the Company. The amount of emoluments payable to Mr. Li will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

Ms. Tan Wei (譚蔚), aged 28, is a proposed Supervisor of the third session. Ms. Tan graduated from Southwestern University of Finance and Economics, majoring in business administration, where she got a bachelor's degree in management, and she's also a Certified Internal Auditor. Ms. Tan has served as a senior audit associate at the audit department of Chongqing Branch of PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd., an auditor at the audit department of Chengdu Branch of KPMG Advisory (China) Co., Ltd., and a senior internal control executive at the Company's audit department. Ms. Tan is currently serving as a director of the General Manager office of Chengdu Xinhui Industry Co., Ltd. (成都鑫匯實業有限公司).

During the three years prior to the Latest Practicable Date, Ms. Tan did not hold any position in other listed companies.

Ms. Tan will enter into a service contract with the Company. The amount of emoluments payable to Ms. Tan will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to her duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Tan did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Tan has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to her proposed appointment stated herein.

INDEPENDENT SUPERVISORS

Mr. Li Guangwei (李光煒), aged 70, is a proposed Supervisor of the third session. Mr. Li has been appointed as an independent Supervisor of the Company since 20 April 2006. Mr. Li graduated from Kunming Polytechnic University (昆明工學院) majoring in mechanics in 1962. Mr. Li was given the professional qualification of editor-revisor (編審). From February 1988 to March 1991, Mr. Li served as the member of social affairs committee and vice president of Sichuan Science & Technology Publishing House (四川科學技術出版社). From March 1991 to May 1993, Mr. Li served as the president of Sichuan Education Press (四川教育出版社), and from May 1993 to May 2001, he served as the president of Sichuan Press of Science & Technology (四川科學技術出版社), National Discovery Magazine Press (《大自然探索》雜誌社) and Audio and Visual Technology Magazine Press (《視聽技術》雜誌社). Mr. Li is currently the chairman of the supervisory committee of LIFAN Industry (Group) Co., Ltd. (力帆實業 (集團)股份有限公司). Mr. Li has over 27 years of experience in publication industry and business management.

During the three years prior to the Latest Practicable Date, Mr. Li did not hold any position in other listed companies.

Mr. Li will enter into a service contract with the Company. The amount of emoluments payable to Mr. Li will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

* *For identification purposes only*

Mr. Fu Daiguo (傅代國), aged 46, is a proposed Supervisor of the third session. Mr. Fu has been appointed as an independent Supervisor of the Company since 20 April 2006. Mr. Fu holds his doctoral degree in accounting from the Southwestern University of Finance and Economics and is a member of the China Accounting Association (中國會計學會). Mr. Fu is deputy dean and an accounting professor at the College of Accounting at the Southwestern University of Finance and Economics and has published over 30 papers on corporate accounting issues in a number of well-known periodicals in the field. Mr. Fu used to work as a project manager of Sichuan Province Assets Reorganisation Centre (四川省資產重組中心) and an independent director of Sichuan Baoguang Pharmaceuticals Company Limited (四川寶光藥業股份有限公司). Mr. Fu was an independent director of Chengdu City People's Shopping Mall (Group) Company Limited (成都人民商場 (集團)股份有限公司, formerly known as Chengdu City People's Shopping Mall Company Limited (成都人民商場股份有限公司) listed on the Shanghai Stock Exchange, stock code: 600828), China Tungsten and Hightech Materials Co., Ltd. (中鎢高新材料股份有限公司, listed on the Shenzhen Stock Exchange, stock code: 000657) and Sichuan Zhonghui Pharmaceuticals (Group) Company Limited (四川中匯醫藥 (集團)股份有限公司, formerly known as Sichuan Zhonghui Pharmaceuticals Company Limited (四川中匯醫藥股份有限公司), listed on Shenzhen Stock Exchange, stock code: 000809). He is currently an independent director of Sichuan Chuanrun Co., Ltd. (四川川潤股份有限公司, listed on Shenzhen Stock Exchange, stock code: 002272), Ingenic Semiconductor Co., Ltd (北京君正集成電路股份有限公司) (listed on Shenzhen Stock Exchange, stock code: 300223) and Shandong Longlive Bio-Technology Co., Ltd. (山東龍力生物科技股份有限公司). Mr. Fu has more than 24 years of experience in corporate accounting.

Save as disclosed above, during the three years prior to the Latest Practicable Date, Mr. Fu did not hold any position in other listed companies.

Mr. Fu will enter into a service contract with the Company. The amount of emoluments payable to Mr. Fu will be determined in accordance with the terms and conditions of the contract aforementioned and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fu did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company, nor did he have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fu has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules in relation to his proposed appointment stated herein.

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: 00811)

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 Thursday, 29 September 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. 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 Association" of the "Letter from the Board" of the circular despatched to shareholders of the Company on or before 11 August 2011) 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.

2. To consider and approve the proposed amendments to the rules of procedure for the meetings of the Board (the "**Board Meeting Rules**") of the Company (details of which are set out in the section headed "Proposed Amendments to the Board Meeting Rules of the "Letter from the Board" of the circular despatched to shareholders of the Company on or before 11 August 2011) 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 Board Meeting Rules.

ORDINARY RESOLUTIONS

3. To consider and approve the re-election of Mr. Gong Cimin as executive director of the Company.

4. To consider and approve the re-election of Mr. Zhao Miao as executive director of the Company.

5. To consider and approve the election of Mr. Luo Yong as executive director of the Company.

6. To consider and approve the re-election of Mr. Zhang Chengxing as non-executive director of the Company.

7. To consider and approve the re-election of Mr. Luo Jun as non-executive director of the Company.

8. To consider and approve the re-election of Mr. Zhao Junhuai as non-executive director of the Company.

9. To consider and approve the re-election of Mr. Han Xiaoming as independent non-executive director of the Company.

10. To consider and approve the election of Mr. Han Liyan as independent non-executive director of the Company.

11. To consider and approve the re-election of Mr. Chan Yuk Tong as independent non-executive director of the Company.

12. To consider and approve the election of Mr. Xu Ping as supervisor of the Company.

13. To consider and approve the re-election of Mr. Xu Yuzheng as supervisor of the Company.

14. To consider and approve the re-election of Mr. Li Kun as supervisor of the Company.

15. To consider and approve the election of Ms. Tan Wei as supervisor of the Company.

16. To consider and approve the re-election of Mr. Li Guangwei as independent supervisor of the Company.

17. To consider and approve the re-election of Mr. Fu Daiguo as independent supervisor of the Company.

18. To authorise the board of directors of the Company to fix the remuneration of the members of the board of directors and supervisory committee of the Company in the third session.

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

Sichuan, the PRC, 11 August 2011

Notes:

1. The register of members of the Company will be closed from 30 August 2011 to 29 September 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 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 29 August 2011.

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, 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 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 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 9 September 2011.

6. The EGM is expected to take around 60 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 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.

* *For identification purposes only*