THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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)

COST ESTIMATE FOR THE CONSTRUCTION OF CREATIVITY CENTRE, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, 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, 20 December 2012 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China ("**PRC**"), is set out on pages N-1 to N-5 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*

6 November 2012

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

"Announcement(s)"	the announcement dated 31 October 2012 issued by the Company in relation to the proposed amendments to the Articles of Association, and/or the announcement dated 31 October 2012 issued by the Company in relation to the Cost Estimate
"Board"	the board of Directors
"Company"	Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange
"Cost Estimate"	the cost estimate for the construction of Creativity Centre
"Creativity Centre"	新華文軒出版傳媒創意中心 (Xinhua Winshare Publishing and Media Creativity Centre (temporary name))
"Directors"	the directors 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"	an extraordinary general meeting of the Company to be convened to approve the proposed amendments to the Articles of Association and the Cost Estimate
"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
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Latest Practicable Date"	1 November 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
"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 of the Company as at the Latest Practicable Date
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising both Domestic Shares and H Shares
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

For the purpose of this circular, the exchange rate of RMB1.00 = HK$1.23 has been used, where applicable, for purposes of illustration only and does not constitute a representation that any amounts have been, could have been or may be exchanged, at this or any other rates.

* *For identification purposes only*

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

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

(Stock Code: 811)

Executive Directors:
Mr. Gong Cimin *(Chairman)*
Mr. Zhao Miao *(Vice Chairman)*
Mr. Luo Yong

Non-Executive Directors:
Mr. Luo Jun
Mr. Zhang Chengxing
Mr. Zhao Junhuai

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

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

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

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

6 November 2012

To the Shareholders

Dear Sir/Madam,

COST ESTIMATE FOR THE CONSTRUCTION OF CREATIVITY CENTRE, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

We refer to the Announcements.

The purpose of this circular is to provide you with, among other things, (i) information regarding ordinary resolutions to be proposed at the EGM in relation to the Cost Estimate; and (ii) information regarding special resolutions to be proposed at the EGM in relation to the proposed amendments to the Articles of Association.

CONSTRUCTION OF CREATIVITY CENTRE AND THE COST ESTIMATE

We refer to the announcement of the Company dated 8 September 2009 in relation to the Transfer Agreement (as defined therein), pursuant to which the Company obtained the land use right from the Parent in respect of the land parcel situated at 四川省成都市錦江區柳江街道辦事處麻柳灣村四、五組 (Regions 4 and 5, Maliuwan Village, Liujiang Street, Jinjiang District, Chengdu City, Sichuan Province, the PRC) with a total gross site area of 10,150.11 m^2 (the "**Land Parcel**"). To better utilize the Land Parcel acquired and further implement the business development strategies of the Company, the Company intends to implement its plan of the construction of Creativity Centre and has filed the requisite reporting documents relating to the construction of Creativity Centre with the relevant government authorities, which has been subsequently approved.

As the Land Parcel is adjacent to the piece of land used by the Parent, pursuant to the relevant PRC regulations and requirements of the local government authorities, the two pieces of land should be developed on a unified-planning basis. Nevertheless, the Company shall prepare its own budget and bear its own costs for the construction works on the Land Parcel and is entitled to the proprietary interests over Creativity Centre situated thereon.

Creativity Centre is designed as a 176.9-metre-high 45-floor building (with 41 levels above the ground) with a gross construction area of approximately 116,000 m^2, the construction period of which is projected into 48 months. The Cost Estimate has been preliminarily assessed at approximately RMB736,000,000 (equivalent to approximately HK$905,280,000), within ±10% fluctuation, which has been determined with reference to quantitative construction valuation and benchmark cost consultations, taking into account a number of factors including, among other things, the basic construction conditions, the construction scale, the benchmark cost and pre-quotation of construction items, as well as the cost management. The Cost Estimate will be financed by the internal resources of the Company.

Implementation of the construction of Creativity Centre is conditional upon all necessary consents and approvals being obtained from the relevant parties (including governmental or regulatory authorities), including, but not limited to, the approval of the Cost Estimate by Shareholders by way of ordinary resolution at a general meeting of the Company, and no statute or regulation which would restrict or materially adversely affect construction of Creativity Centre having been proposed, enacted or taken by governmental or regulatory authorities.

INFORMATION ON THE COMPANY

The Company is principally engaged in the sales of publications and electronic publications, wholesale of audio and visual products, production and distribution of electronic publications and audio and visual products, publications, etc..

REASONS FOR AND BENEFITS FROM THE CONSTRUCTION OF CREATIVITY CENTRE

The Directors believe that the construction of Creativity Centre is a key step for the Company to achieve its strategic objectives and business expansion plan while strengthening its core business. The construction of Creativity Centre will favorably facilitate the consolidation of the Company's publication resources, the development of the Company's creative media business, and the accumulation of the Company's quality assets.

Since the Company obtained the land use right in respect of the Land Parcel for construction of Creativity Centre, the State Council has promulgated the "Revitalization Plan for the Cultural Industry (《文化產業振興規劃》)" as well as the "the Outline of China's Cultural Reform and Development in the 12th Five-Year Plan Period (《國家「十二五」時期文化改革發展規劃綱要》)" and Sichuan Province has promulgated "the Great Achievement of Building Sichuan into a Strong Cultural Province Matching the Highland of Economic Development in Western China (加快建設與西部經濟發展高地相適應的文化強省的目標)", all policies favoring the implementation of the construction of Creativity Centre. In addition, the Company will benefit from "Chengdu Industrial Development Plan (2003-2020) (《成都市工業發展布局規劃(2003-2020)》)" as issued by the Chengdu Municipal Government to enjoy favorable recruitment and tax allowance policies as Creativity Centre is located in Sichuan Chengdu Jinjiang Industrial Park.

Upon completion, Creativity Centre will become the Company's headquarters office, facilitating the Company's internal communication and reducing the Company's management and operation costs. It is also believed that the synergy effect from the shared resources of space, technology, personnel and management of Creativity Centre and the Company's current research and creative institute will lead to optimized development of the Company's business.

Taking into account of the above-mentioned factors and all relevant facts and circumstances, the Directors (including the independent non-executive Directors) are of the view that the construction of Creativity Centre and the Cost Estimate therein are fair and reasonable and are on normal commercial terms, and are in the interests of the Company and its Shareholders as a whole.

Pursuant to the articles of association of the Company, the Cost Estimate is subject to the approval of Shareholders by way of ordinary resolution at the EGM, the notice of which is set out on pages N-1 to N-5 in this circular.

IMPLICATION UNDER THE LISTING RULES

Based on the Cost Estimate, as the relevant percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the contemplated series of transactions relating to the construction of Creativity Centre are more than 5% but less than 25%, they constitute a discloseable transaction on an aggregated basis for the Company under Rules 14.06, 14.22 and 14.23 of the Listing Rules, which is subject to notification and publication of an announcement requirements.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

We refer to the Announcement. In order to reflect (i) the change in the registration number of the Company's Business License For the Enterprise Legal Person; and (ii) the expanded business scope of the Company to meet its operational needs, the Board proposes to amend the Articles of Association as follows:

A. Article 2 of the Articles of Association

"The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations") and other relevant requirements under the laws, administrative rules and regulations.

The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 5100001822585.

Promoters of the Company are 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co., Ltd.), 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co., Ltd.), 四川出版集團有限責任公司 (Sichuan Publication Group Co., Ltd.), 四川日報報業集團 (Sichuan Daily Newspaper Group), 四川少年兒童出版社有限公司 (SichuanYouth and Children's Publishing House Co., Ltd.) and 遼寧出版集團有限公司 (Liaoning Publication Group Co., Ltd.)."

shall be amended as:

"The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations") and other relevant requirements under the laws, administrative rules and regulations.

The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 510000000035653.

Promoters of the Company are 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co., Ltd.), 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co., Ltd.), 四川出版集團有限責任公司 (Sichuan Publication Group Co., Ltd.), 四川日報報業集團 (Sichuan Daily Newspaper Group), 四川少年兒童出版社有限公司 (SichuanYouth and Children's Publishing House Co., Ltd.) and 遼寧出版集團有限公司 (Liaoning Publication Group Co., Ltd.)."

B. 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 extraordinary general meeting held on 13 May 2005, the extraordinary general meeting held on 26 April 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."

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 extraordinary general meeting held on 26 April 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, the extraordinary general meeting held on 18 January 2011 and the extraordinary general meeting held on 29 September 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 20 December 2012.

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."

C. Article 11 of the Articles of Association

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; and logistics (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

shall be amended as:

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, chainstore) (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

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.

EXTRAORDINARY GENERAL MEETING

Set out on pages N-1 to N-5 of this circular is the notice convening the EGM to be held at 9:30 a.m. on Thursday, 20 December 2012 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. Ordinary resolutions in respect of the Cost Estimate and the construction of Creativity Centre and all transactions associated therewith and special resolutions in respect of the amendments to the Articles of Association are proposed to the Shareholders at the EGM for their consideration and approval.

A form of proxy for use at the EGM is enclosed. 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 Shares share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of holders of Domestic Shares, the proxy forms shall be lodged with the head office of the Company in the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting 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.

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 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 Cost Estimate and the construction of Creativity Centre; and (ii) the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

GENERAL INFORMATION

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Yours faithfully,
By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
Gong Cimin
Chairman

* *For identification purposes only*

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

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 811)

NOTICE OF EXTRAORIDNARY 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, 20 December 2012 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:

ORDINARY RESOLUTION

1. **"THAT**:

(a) the construction of 新華文軒出版傳媒創意中心 (Xinhua Winshare Publishing and Media Creativity Centre (temporary name)) ("**Creativity Centre**") and the cost estimate preliminarily assessed at approximately RMB736,000,000, within ±10% fluctuation, subject to the conditions associated therewith, as set out in the circular ("**Circular**") of the Company dated 6 November 2012, the terms and conditions thereof and all transactions contemplated thereunder be and are hereby approved; and

(b) the directors of the Company ("**Directors**") be and hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or implement the construction of Creativity Centre and to agree to such variation, adjustments, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.**"**

SPECIAL RESOLUTION

2. **"THAT**:

(a) the following amendments to the articles of association of the Company ("Articles of Association") be approved:

A. Article 2 of the Articles of Association

"The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations") and other relevant requirements under the laws, administrative rules and regulations.

The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 5100001822585.

Promoters of the Company are 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co., Ltd.), 成都市華盛(集團)實業有限公司 (Chengdu Hua Sheng (Group) Industry Co., Ltd.), 四川出版集團有限責任公司 (Sichuan Publication Group Co., Ltd.), 四川日報報業集團 (Sichuan Daily Newspaper Group), 四川少年兒童出版社有限公司 (SichuanYouth and Children's Publishing House Co., Ltd.) and 遼寧出版集團有限公司 (Liaoning Publication Group Co., Ltd.)."

shall be amended as:

"The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations") and other relevant requirements under the laws, administrative rules and regulations.

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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."

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The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

shall be amended as:

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, chainstore) (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered." and

(b) any Director or secretary to the Board be and hereby authorised 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."

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
Gong Cimin
Chairman

Chengdu, the PRC, 6 November 2012

Notes:

1. The register of members of the Company will be closed from 20 November 2012 to 20 December 2012 (both dates inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the head office of the Company in the PRC (for holders of Domestic Shares), no later than 4:30 p.m. on 19 November 2012.

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 Shares share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or for the holders of Domestic Shares, to the head office of the Company in the PRC not less than 24 hours before the time for holding the EGM or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the EGM.

5. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand or by post to the Company's H Shares share registrar (for holders of H Shares) or to the head office of the Company in the PRC (for holders of the Domestic Shares) on or before 29 November 2012.

6. The EGM is expected to take approximately 1 hour. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

7. The head office of the Company in the PRC is as follows:

   No. 6 Wenxuan Road
   Shang Mao Avenue, Cheng Bei
   Chengdu, Sichuan 610081
   The PRC

As at the date of this notice, the Board comprises (a) Mr. Gong Cimin, Mr. Zhao Miao and Mr. Luo Yong as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Chengxing and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Han Xiaoming and Mr. Han Liyan as independent non-executive Directors.

* *For identification purposes only*