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WIN SHARE

新華文軒出版傳媒股份有限公司

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

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

(Stock Code: 811)

NOTICE OF 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, 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 $\pm 10\%$ 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 Chuanfuhuan [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 (Sichuan Youth 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 Chuanfuhuan [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 (Sichuan Youth 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." 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 notorially 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