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 Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 9:30 a.m. on Friday, 8 March 2013 at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

*Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the announcement of the Company dated 16 January 2013 (the "**Announcement**").*

AS SPECIAL RESOLUTIONS

"THAT

1. Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, the issue of A Shares by the Company and each of the following terms and conditions of the A Share Issue be approved:

(i)	Class of shares:	A Shares
(ii)	Nominal value:	RMB1.00 each
(iii)	Number of A Shares proposed to be issued:	Not more than 98,710,000 A Shares. The number of A Shares proposed to be issued shall be subject to the approval by the CSRC, and be confirmed by the Board in accordance with the authorization set out under special resolution (4) herein after considering the market conditions and other factors and consulting the lead underwriter.
(iv)	Target persons for the issue:	Qualified participants in the price consultation process; the individuals, legal persons and other investors within the PRC which have established A share accounts with China Securities Depository and Clearing Corporation Limited Shanghai Branch (except those prohibited by the PRC laws and administrative regulations and other regulatory requirements to which the Company is subject); and other targets persons as approved by the CSRC.

(v)	Price determination method:	The issue price will be determined based on the results of price consultations with qualified participants in the price consultation process and the market conditions; or other price determination method as approved by the CSRC.
(vi)	Issuing method:	By a combination of conducting offline placing inquiry to the participants in the price consultation process and share issue by way of online subscription pricing method, or other ways of issue as approved by the CSRC
(vii)	Proposed stock exchange for listing:	Shanghai Stock Exchange
(viii)	Arrangement for listing of A Shares:	Upon completion of the A Share Issue, all A Shares (including the existing domestic Shares and A Shares to be issued under the A Share Issue) will be applied for listing on the Shanghai Stock Exchange, and such A Shares will comply with the lock-up period requirements under the relevant laws and regulations.
(ix)	Proposed date of listing of A Shares:	Subject to the approvals from the CSRC and Shanghai Stock Exchange, the date of listing shall be determined by the Board after consultation with the lead underwriter and other regulatory authorities
(x)	Plan of distribution of accumulated undistributed profits before the A Share Issue:	The accumulated undistributed profits of the Company prior to the completion of the A Share Issue shall be entitled to all new and existing Shareholders in proportion to their respective shareholdings after the A Share Issue.
(xi)	Rights attaching to the A Shares:	The A Shares, unless otherwise provided by applicable laws, regulations, the Listing Rules and other regulatory documents, shall carry the same rights as the Company's existing domestic Shares and H Shares.
(xii)	Transfer of state-owned Shares:	According to the "Partial Transfer of State-owned Shares to the National Social Security Fund in the Domestic Securities Market Implementation Measures" (Cai Qi [2009] No. 94) (《境內證券市場轉持部分國有股充實全國社會保障基金實施辦法》(財企[2009]94號)), the state-owned Shareholders of the Company shall transfer part of their holding of state-owned Shares to the extent of 10% of the actual amount of shares issued under the A Share Issue of the Company to the National Council for Social Security Fund (NCSSF) (全國社會保障基金理事會) in accordance with relevant state regulations.
(xiii)	Validity period of this resolution:	This special resolution shall be effective for a period of 12 months from the date of approval by the EGM and the Class Meetings.

2. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, after deducting the expenses incurred in the proposed A Share Issue, the use of the proceeds obtained from the proposed A Share Issue in financing the following projects with an estimated total investment amount of approximately RMB1,418,000,000 be approved:

   (a) Service platform of education cloud project (教學雲服務平台項目) with an estimated total investment amount of RMB420,000,000, out of which RMB400,000,000 is intended to be funded by the proceeds from the A Share Issue;

   (b) Retail shops upgrading and expansion project (零售門店升級拓展項目) with an estimated total investment amount of RMB200,000,000, out of which RMB180,000,000 is intended to be funded by the proceeds from the A Share Issue;

   (c) Logistics network construction project in Western China (西部物流網絡建設項目) with an estimated total investment amount of RMB598,000,000, out of which RMB400,000,000 is intended to be funded by the proceeds from the A Share Issue;

   (d) Enterprise resource planning system construction and upgrading project (ERP建設升級項目) with an estimated total investment amount of RMB150,000,000 which is intended to be funded by the proceeds from the A Share Issue; and

   (e) Chinese cultural revival publication project (中華文化復興出版工程項目) with an estimated total investment amount of RMB50,000,000 which is intended to be funded by the proceeds from the A Share Issue.

   Prior to receiving the proceeds from the proposed A Share Issue, the Company may base on the actual payment schedule of the abovestated projects and pay the relevant investment amount by self-financing. Upon receipt of the proceeds from the proposed A Share Issue, the Company shall repay the said self-financing amount previously made with part of the proceeds.

   In case that the proceeds from the proposed A Share Issue (after deducting the expenses incurred in the A Share Issue) are insufficient for funding the abovestated projects, the Company shall arrange the use of the proceeds in accordance with the importance and urgency of the abovestated projects, and shall pay the outstanding balance (after deducting the expenses incurred in the A Share Issue) by its own funds or through debt financing. In case there is a surplus after applying the proceeds from the proposed A Share Issue to the abovestated projects and deducting the expenses incurred in the A Share Issue, such surplus shall be use for the current capital of the Company or repayment of the Company's bank loan in accordance with the relevant rules.

3. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the Dividends Distribution Plan set out as follows:

   The Dividends Distribution Plan

   (i) Conditions and proportion for cash dividend distribution

   Save in exceptional circumstances, the Company should make a cash distribution proposal if the distributable profit for the year is positive. Save in exceptional circumstances, the Company should annually distribute not less than 30% of the distributable profit for the year as cash dividend.

Exceptional circumstances refer to the Company's participation in any project which involves significant investment or cash expenditures that requires to obtain approval in the Shareholders' meeting according to relevant laws and the Articles of Association (except for fund-raising projects).

(ii) Conditions for stock dividend distribution

Subject to the relevant laws and regulations and the Articles of Association, the Company may make a stock dividend distribution proposal if (a) the Company is operating in good condition; (b) the Board is in the opinion that price of the Share does not match with the scale of Company's capital and the distribution of stock dividend is in the interest of the Shareholders as a whole and the abovesaid conditions for cash dividend distribution are fulfilled. The independent non-executive Directors shall express independent opinions on the stock dividend distribution proposal raised by the Board.

(iii) The formulation of the profit distribution proposal

The profit distribution proposal shall be formulated and considered by the Board and approved in the Shareholders' meeting. During the course of formulating the profit distribution proposal, the Board should consider the opinions of the independent non-executive Directors, the supervisory committee and the Shareholders (especially minority Shareholders) by communicating with such Shareholders through various channels (including but not limited to telephone, fax, email, face-to-face communication and inviting the minority Shareholders to participate in the meetings, etc.).

If the conditions for cash dividend distribution are fulfilled and the Company has not distributed cash dividend for any exceptional circumstances, the Board shall explain the reasons of non-distribution, the actual use of the retained profit and the expected profit from any investment. After the independent non-executive Directors have expressed their opinions and being approved in the Shareholders' meeting, the Board shall disclose such explanation in designated media.

(iv) The Dividends Distribution Plan for the next 3 years

The next 3 years are an important period for the Company to implement its objectives of striding development. Save in exceptional circumstances, the Company shall distribute cash dividends of not less than 30% of the distributable profit for the year to the Shareholders annually. Provided that there is sufficient cash for dividend distribution, the Company may otherwise propose stock dividend distribution.

Adjustment to the Dividends Distribution Plan

The Company shall review the Dividends Distribution Plan at least every three years, make appropriate and necessary amendments to the existing dividend distribution policy and confirm the Shareholders' return plan for the relevant period.

The Dividends Distribution Plan shall be proposed by the Board and approved in the Shareholders' meeting. The independent Directors shall review the Dividends Distribution Plan and express independent opinions. The supervisory committee of the Company shall review the Dividends Distribution Plan and express review opinions.

Effectiveness of the Dividends Distribution Plan

The effectiveness of the Dividends Distribution Plan is subject to the approval by the Shareholders at the EGM and the completion of the proposed A Share Issue.

4. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings, the Board be authorized to process the A Share Issue and the related matters in accordance with the relevant requirements of the CSRC, Hong Kong Stock Exchange and Shanghai Stock Exchange. The authorization proposed to be granted to the Board shall include but not limited to the followings:

    (i) To adjust and determine the matters relating to the listing of the A Shares in accordance with the relevant rules and the actual conditions of the securities market within the ambit granted by the Shareholders at the EGM, which include but not limited to the number of A Shares to be issued, target person for the issue, issuing method, issuing price and the timing of commencing and terminating the issue;

    (ii) Subject to the actual situation of the investment projects before the listing of the A Shares and the approvals from the competent authorities, to carry out necessary and appropriate adjustments to the projects which intended to be invested by the proceeds from the A Share Issue and approved by the Shareholders at the EGM, which include but not limited to the projects proposed to be invested, the investment amount, implementation plans and implementation methods;

    (iii) To implement all procedures relating to the listing of the A Shares, which include the application of the A Share Issue to CSRC and/or other competent authorities, the signing of the relevant documents which include but not limited to the prospectus of the A Shares and other relevant documents;

    (iv) To engage the listing intermediates and other professional parties, determine their respective engagement fees and entered into the agreements relating to the A Share Issue on behalf of the Company which include the underwriting agreement and sponsor agreement;

    (v) To amend the Articles of Association, the Rules of Procedure, the Internal Rules and the New Internal Rules of the Company subject to the completion of the A Share Issue, the results of the A Share Issue and the requirements of the relevant competent government authorities and to deal with the relevant procedures for registration of changes and filing of the Articles of Association, the registered capital and other issues with relevant authorities;

    (vi) To apply and deal with the procedures for registration of changes with the registration authority and deal with the procedures for registration, settlement and lock-up with the share registration and clearing authority of the Company subject to the results of the A Share Issue;

    (vii) Other matters relating to the A Share Issue; and

    (viii) To delegate the above authorizations to authorised Director(s).

    The authorization granted under this special resolution shall be effective for a period of 12 months from the date of approval by the EGM.

5. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the Articles of Association (details of which will be set out in the circular of the Company to be despatched to the Shareholders), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as he may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the Articles of Association.

6. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the general meeting rules (details of which will be set out in the circular of the Company to be despatched to the Shareholders), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as he may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the general meeting rules.

7. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the board meeting rules (details of which will be set out in the circular of the Company to be despatched to the Shareholders), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as he may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the board meeting rules.

8. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the supervisory committee meeting rules (details of which will be set out in the circular of the Company to be despatched to the Shareholders), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as he may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the supervisory committee meeting rules."

AS ORDINARY RESOLUTIONS

"THAT

9. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the connected transaction system (details of which will be set out in the circular of the Company to be despatched to the Shareholders), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as he may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the connected transaction system.

10. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the working system of the independent Directors (details of which will be set out in the circular of the Company to be despatched to the Shareholders), and to authorize the Board to modify the wordings of the working system of the independent Directors as appropriate (such modifications will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as he may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the adoption of the working system of the independent Directors.

11. Subject to the passing of the abovestated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the management approach for external security (details of which will be set out in the circular of the Company to be despatched to the Shareholders), and to authorize the Board to modify the wordings of the management approach for external security as appropriate (such modifications will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as he may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the adoption of the management approach for external security."

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

Sichuan, the PRC, 18 January 2013

Notes:

1. The register of members of the Company will be closed from 6 February 2013 to 8 March 2013 (both days 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 certificates must be lodged with the H share registrar of the Company, 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 of the Company) or the head office in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on 5 February 2013.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.

3. In order to be valid, the proxy form must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company 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 H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of the domestic shares of the Company) on or before 15 February 2013.

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

7. The head office in the PRC of the Company 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 directors of the Company comprises (a) Mr. Gong Cimin 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*