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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 DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the "**Domestic Shares Class Meeting**") for holders of domestic shares ("**Domestic Shares**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10:30 a.m. (or immediately after the EGM) 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 to be granted at the EGM 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 method 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) will be applied for listing on the Shanghai Stock Exchange, and such A Shares will comply with the lock-up period requirements under the 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."

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 Domestic Shares Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the head office in the PRC 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 Domestic Shares Class Meeting 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 to the head office in the PRC of the Company not less than 24 hours before the time for holding the Domestic Shares Class Meeting 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 Domestic Shares Class Meeting or any adjourned meetings should you so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the Domestic Shares Class Meeting.

5. Shareholders who intend to attend the Domestic Shares Class Meeting should complete the reply slip and return it by hand or by post to the head office in the PRC of the Company on or before 15 February 2013.

6. The Domestic Shares Class Meeting is expected to take 30 minutes. Shareholders attending the Domestic Shares Class Meeting 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*