THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**"), you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND NOTICE OF ANNUAL GENERAL MEETING

A notice for convening the annual general meeting (the "**AGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "Company") to be held at 9:30 a.m. on 9 May 2013 (Thursday) at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the proxy form shall be lodged with 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, and for holders of Domestic Shares, the proxy form shall be lodged at the head office of the Company in the PRC, not less than 24 hours before the time for holding the AGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

22 March 2013

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

"AGM"	the annual general meeting of the Company to be held at 9:30 a.m. on 9 May 2013 (Thursday) at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC or any adjournment thereof
"AGM Notice"	the notice for convening the AGM, which is set out on pages 6 to 8 of this circular
"Articles of Association"	the articles of association of the Company as amended from time to time
"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, the H shares of which are listed on the Main Board of the Stock Exchange
"Company Law"	the Company Law of the PRC (《中華人民共和國公司法》) as enacted by the Standing Committee of the Eighth National People's Congress of the PRC on 29 December 1993
"Directors"	the directors of the Company
"Domestic Share(s)"	ordinary shares 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
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, all of which are listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

* *For identification purposes only*

"PRC"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	share(s) of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

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

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

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

22 March 2013

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purposes of this circular are to provide you with (i) information regarding the ordinary resolution to be proposed at the AGM to approve the appointment of Mr. Zhang Peng as non-executive Director; and (ii) the notice of the AGM.

* *For identification purposes only*

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 16 January 2013 in relation to, among other things, the resignation of Mr. Zhao Miao as executive Director. The Board is now proposed to appoint Mr. Zhang Peng ("**Mr. Zhang**") as non-executive Director. Biographical details of Mr. Zhang are set out as follows:

Mr. Zhang, aged 49, graduated from the Chinese Department of Sichuan College of Education (四川教育學院) and obtained a postgraduate master degree from the Sichuan Academy of Social Sciences (四川省社會科學院). He had participated in the training at the Institute of the Mediacampus Frankfurt (德國書商學院) organized by the General Administration of Press and Publication (新聞出版署). He once worked as a teacher at Tiansheng Secondary School of Xuan Han County, Sichuan Province (四川省宣漢縣天生中學), and an editor and the manager of the chief editor office of Sichuan People's Publishing House Co., Ltd. (四川人民出版社). Mr. Zhang has been the office manager of Sichuan Publishing Group Co., Ltd. (四川出版集團有限責任公司) since September 2006 and has become the assistant to the chief executive and office manager of Sichuan Publishing Group Co., Ltd. in July 2011.

Saved as disclosed above, Mr. Zhang confirms that (i) he did not hold any position in the Group nor any other directorship in any other listed public companies in the last three years; (ii) he has no relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (iii) he has not held any interests in the Shares within the meaning of Part XV of the Securities and Future Ordinance (Cap. 571, Laws of Hong Kong).

Saved as disclosed above, the Company considers that there is no information which is discloseable nor is/was Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2)(h) to 13.51(2)(v) of Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The appointment of Mr. Zhang as non-executive Director shall be effective upon the Shareholders' approval in the AGM. The term of office of Mr. Zhang shall be commenced from the date of the AGM to the expiration of the term of office of the current Board of the Company.

Mr. Zhang will enter into a service contract with the Company. The amount of emoluments payable to Mr. Zhang and the terms of the service contract will be determined by the Board under the authority granted by the Shareholders in the AGM 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.

AGM

The AGM will be held at 9:30 a.m. on 9 May 2013 (Thursday) at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC, for, among other things, the Shareholders to consider and, if thought fit, approve the appointment of Mr. Zhang as non-executive Director.

The notice of the AGM is set out on page 6 to 8 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the proxy form shall be lodged with 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, and for holders of Domestic Shares, the proxy form shall be lodged at the head office of the Company in the PRC, not less than 24 hours before the time for holding the AGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should 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 AGM Notice at the AGM 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/her votes or cast all the votes he/she uses in the same manner.

RECOMMENDATIONS

The Directors are of the opinion that the appointment of Mr. Zhang as non-executive Director 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 AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of
Xinhua Winshare Publishing and Media Co., Ltd.*
Gong Cimin
Chairman

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NOTICE OF 2012 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 annual general meeting (the "**AGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 9:30 a.m. on 9 May 2013 (Thursday) 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 resolution(s):

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2012.

2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2012.

3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2012.

4. To consider and approve the Company's profit distribution plan and declaration of a final dividend and a special dividend for the year ended 31 December 2012.

5. To consider and approve the remuneration of Directors and supervisors of the Company for the year ended 31 December 2012.

6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. (special general partnership) as the international and PRC auditors of the Company for the year 2013 respectively with a term ending at the conclusion of the next annual general meeting after the AGM, and to authorize the Board to fix their remunerations.

* *For identification purposes only*

7. To consider and approve the election of Mr. Zhang Peng as non-executive Director of the Company with immediate effect from the conclusion of the AGM to the expiry of the term of the Board of this session, and authorize the Board to determine his remuneration and implement the terms of the service contract.

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

Sichuan, the PRC
22 March 2013

Notes:

1. The register of members of the Company will be closed from 9 April 2013 to 9 May 2013 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares 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) for registration not later than 4:30 p.m. on 8 April 2013.

2. Shareholders who are entitled to attend and vote at the AGM 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 Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and 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 AGM or any adjournment thereof 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 AGM or any adjournment thereof should you so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.

5. Shareholders who intend to attend the AGM shall complete the reply slip and return it by hand or by post to the Company's H Shares Registrar (for holders of H Shares) or to the head office of the Company in the PRC (for holders of the Domestic Shares) not later than 4:30 p.m. on 18 April 2013.

6. The AGM is expected to last for less than one day. Shareholders or their proxies attending the AGM shall be responsible for their own traveling and accommodation expenses.

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

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

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

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