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.

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 INDEPENDENT NON-EXECUTIVE DIRECTORS;
PROPOSED APPOINTMENT OF SUPERVISOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice for convening the extraordinary general meeting (the "**EGM**") of the Company to be held at 9:30 a.m. on 10 July 2013 (Wednesday) at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") is set out on pages 8 to 9 of this circular.

A form of proxy for use at the EGM is enclosed with 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 form of proxy shall be lodged with the Company's H share registrar in Hong Kong, 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 form of proxy shall be lodged with the head office of the Company in the PRC, not less than 24 hours before the time for holding the EGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

* *For identification purposes only*

16 May 2013

CONTENTS

Pages

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

"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors of the Company
"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
"Directors"	the directors of the Company
"Domestic Share(s)"	ordinary Shares with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and credited as fully paid up in RMB by PRC nationals and/or PRC incorporated entities
"EGM"	the extraordinary general meeting of the Company to be held at 9:30 a.m. on 10 July 2013 (Wednesday) at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC or any adjournment thereof
"EGM Notice"	the notice for convening the EGM, which is set out on pages 8 to 9 of this circular
"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

"PRC"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region 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
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"%"	per cent.

* *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. Luo Yong

Non-Executive Directors:
Mr. Zhang Chengxing
Mr. Luo Jun
Mr. Zhang Peng
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 Avenue, 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

16 May 2013

To the Shareholders

Dear Sir/Madam,

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
PROPOSED APPOINTMENT OF SUPERVISOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purposes of this circular are to provide you with (i) information regarding the ordinary resolutions to be proposed at the EGM to approve the appointment of Mr. Mak Wai Ho ("**Mr. Mak**") and Mr. Mo Shixing ("**Mr. Mo**") as independent non-executive Directors; (ii) information regarding the ordinary resolution to be proposed at the EGM to approve the appointment of Ms. Zhoujing ("**Ms. Zhou**") as a Supervisor; and (iii) the notice of the EGM.

* *For identification purposes only*

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Shareholders of the Company have approved and passed the resolution with respect to the proposed issuance of A Shares by the Company at the EGM and class meetings held on 8 March 2013 respectively. In light of the proposed issuance of A Shares by the Company and the relevant requirements for independent Directors of A Shares listed companies by relevant regulatory bodies, Mr. Han Xiaoming, an independent non-executive Director, proposed to resign from his position as an independent non-executive Director, chairman of the Strategy and Investment Planning Committee and the Nomination Committee and a member of the Audit Committee and the Remuneration and Review Committee; and Mr. Chan Yuk Tong, an independent non-executive Director, proposed to resign from his position as an independent non-executive Director, chairman of the Audit Committee and a member of Nomination Committee. The Board proposed to appoint Mr. Mak and Mr. Mo as independent non-executive Directors. If the resolutions in respect of the appointment of Mr. Mak and Mr. Mo as independent non-executive Directors are passed at the EGM, Mr. Han Xiaoming and Mr. Chan Yuk Tong will resign as independent non-executive Directors and other positions of the Group, respectively.

Biographical details of Mr. Mak and Mr. Mo are set out as follows:

Mak Wai Ho (麥偉豪), aged 40, is currently an independent non-executive Director of China Automotive Interior Decoration Holdings Limited (stock code: 8321) and a partner of W. H. Mak and Company (麥偉豪會計師事務所). Mr. Mak is a practising member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Mak was an accountant of Ernst & Young, an accounting supervisor of Shunlong Group Limited, an accounting manager of Mei Ah Entertainment Group Ltd. (stock code: 391), Jimei International Entertainment Group Company Limited and Dong-Jun (Holdings) Limited (delisted, former stock code: 412). Mr. Mak was also the financial controller and company secretary of Kong Sun Holdings Limited (stock code: 295) and Sino State Development Limited. He graduated from the Hong Kong University of Science and Technology with a bachelor degree in Business Administration and is a practising certified public accountant.

Mo Shixing (莫世行), aged 66, graduated from Harbin Institute of Technology (哈爾濱工業大學) with a bachelor's degree in 1982. Mr. Mo served as deputy director of Sichuan Provincial Bureau of Press and Publication, and was in charge of the publishing, distribution, printing and human resources departments from August 1994 to October 2003; party secretary and chief officer of management committee of Sichuan Publication Group Co., Ltd. from November 2003 to July 2008, and a standing member of the Sichuan Committee of the 10th Chinese People's Political Consultative Conference from January 2008 to January 2011. Mr. Mo served as a non-executive Director of the Board of the Company from June 2005 to February 2009. Mr. Mo has extensive experience in the publishing industry.

Saved as disclosed above, Mr. Mak and Mr. Mo respectively confirm that: (i) they did not hold any position in the Group nor any other directorship in any other listed public companies in the last three years; (ii) they have no relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) they have not held any interests in the Shares of the Company 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 are/were Mr. Mak and Mr. Mo 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 the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The appointment of Mr. Mak and Mr. Mo as independent non-executive Directors will be effective upon the Shareholders' approval at the EGM. The terms of office of both Mr. Mak and Mr. Mo will commence from the date of the EGM to the expiry of the term of the Board of this session.

Mr. Mak and Mr. Mo will enter into a service contract with the Company respectively. Their emoluments and terms of service contracts will be determined by the Board under the authority granted by the Shareholders at the EGM and having regard to their duties and responsibilities with the Company, the Company's remuneration policy, their performance and profitability of the Company and market conditions.

If the resolutions in respect of the appointment of Mr. Mak and Mr. Mo as independent non-executive Directors are passed at the EGM, Mr. Han Xiaoming and Mr. Chan Yuk Tong will resign as independent non-executive Directors and other positions of the Group, respectively.

PROPOSED APPOINTMENT OF SUPERVISOR

As Ms. Tan Wei, currently a Supervisor of the Company, planned to resign as a Supervisor due to personal reasons, the Supervisory Committee proposed to appoint Ms. Zhou as a Supervisor. If the resolution in respect of the appointment of Ms. Zhou as a Supervisor is passed at the EGM, Ms. Tan Wei will resign as a Supervisor of the Company.

Biographical details of Ms. Zhou are set out as follows:

Zhoujing (周靜), aged 37, holds a master's degree in business administration of Sichuan University. She is currently an assistant to president and the chief of investment operation centre of Chengdu Hua Sheng (Group) Industry Co. Ltd.* (成都市華盛 (集團) 實業有限公司), and an assistant to general manager of Chengdu Xinhui Industrial Co., Ltd.* (成都鑫匯實業有限公司). From August 1997 to July 2011, Ms. Zhou served as a deputy chief of household goods department of Chengdu Ito Yokado, an assistant to president and a senior manager of management department of Luzhou Moore Commercial Co., Ltd.* (瀘州摩爾商業有限公司), a senior business manager of business development centre and the deputy chief of Chengdu Panda Mall Co., Ltd.* (成都熊貓萬國商城有限公司), the chief of business and investment development department of Southgate Holdings Limited* (南大門控股有限公司), and a senior manager of business and development consultation of Chengdu Branch of Jones Lang LaSalle. She has extensive experience in business and operation.

Saved as disclosed above, Ms. Zhou confirms that: (i) she did not hold any position in the Group nor any other directorship in any other listed public companies in the last three years; (ii) she has no relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) she has not held any interests in the Shares of the Company 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 Ms. Zhou 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 the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The appointment of Ms. Zhou as a Supervisor will be effective upon the Shareholders' approval at the EGM. The term of office of Ms. Zhou will commence from the date of the EGM to the expiration of the term of the Supervisory Committee of this session.

Ms. Zhou will enter into a service contract with the Company. Her emoluments and terms of service contract will be determined by the Supervisory Committee under the authority granted by the Shareholders at the EGM and having regard to her duties and responsibilities with the Company, the Company's remuneration policy, her performance and profitability of the Company and market conditions.

If the resolution in respect of the appointment of Ms. Zhou as a Supervisor is passed at the EGM, Ms. Tan Wei will resign as a Supervisor of the Company.

EGM

The EGM will be held at 9:30 a.m. on 10 July 2013 (Wednesday) at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC, for the Shareholders to consider and, if thought fit, approve, among other things, (i) the appointment of Mr. Mak and Mr. Mo as independent non-executive Directors; and (ii) the appointment of Ms. Zhou as a Supervisor.

The notice of the EGM is set out on page 8 to 9 of this circular.

A form of proxy for use at the EGM is enclosed herein. 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. The form of proxy must be lodged, for holders of H Shares, 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, with the head office of the Company in the PRC, not less than 24 hours before the time for holding the EGM (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, voting on all resolutions at the EGM set out in the EGM Notice will 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 his/her votes in the same manner.

RECOMMENDATIONS

The Board is of the opinion that the appointment of Mr. Mak and Mr. Mo as independent non-executive Directors and the appointment of Ms. Zhou as a Supervisor are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board and the Supervisory Committee recommend the Shareholders to vote in favour of relevant resolutions to be proposed at the EGM.

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

* *For identification purposes only*

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 9:30 a.m. on 10 July 2013 (Wednesday) 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 election of Mr. Mak Wai Ho as an independent non-executive Director of the Company with immediate effect from the conclusion of the EGM 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;

2. To consider and approve the election of Mr. Mo Shixing as an independent non-executive Director of the Company with immediate effect from the conclusion of the EGM 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; and

3. To consider and approve the election of Ms. Zhoujing as a Supervisor of the Company with immediate effect from the conclusion of the EGM to the expiry of the term of the Supervisory Committee of this session, and authorize the Supervisory Committee to determine her 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
16 May 2013

* *For identification purposes only*

Notes:

1. The register of members of the Company will be closed from 10 June 2013 to 10 July 2013 (both days inclusive), during which period no transfer of Shares 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 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 7 June 2013.

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 form of proxy must be deposited by hand or by post, for 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 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 any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. If the form of proxy 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 form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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

5. Shareholders who intend to attend the EGM 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 Domestic Shares) not later than 4:30 p.m. on 19 June 2013.

6. The EGM is expected to last for less than one day. Shareholders or their proxies attending the EGM 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 Avenue, 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, Mr. Zhang Peng 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.