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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.