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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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (“**H Shares Class Meeting**”) for holders of H Shares (“H Shares”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) will be held at 9:45 a.m. (or immediately after the Domestic Shares Class Meeting) on Friday, 7 March 2014 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 circular of the Company dated 5 February 2013 and the circular of the Company dated 21 January 2014.

AS SPECIAL RESOLUTION

“THAT

1. Subject to the obtaining of the approval 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

* For identification purposes only

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| (iii) | Number of A Shares
proposed to be issued: | <p>Not more than 98,710,000 A Shares</p> <p>Based on the results of price consultation, if the estimated amount (net of relevant issuing expenses) to be raised from the new shares issue is expected to exceed the total investment amount required for the investment projects, the number of new shares to be issued will be reduced by the Company. The final issue size will be determined by the Board of the Company after consultation with the lead underwriter and in accordance with the authorization of the general meeting, the approval of the CSRC, the difference between the amount of fund to be raised (net of issuing expenses) and the total amount of investment required for the investment projects, as well as the market conditions.</p> |
| (iv) | Target persons for the
issue: | <p>Qualified participants in the price consultation process; 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 target persons as approved by the CSRC.</p> |
| (v) | Price determination
method: | <p>The issue price will be determined based on the results of price consultation with qualified participants in the price consultation process and the market conditions; or other price determination method as approved by the CSRC.</p> |

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| (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 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, new Shareholders of the A Shares (not including the existing holders of the Domestic Shares) shall not be entitled to the dividends distributed before the completion of the A Share Issue. |
| (xi) | Rights attaching to 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 must fulfill the obligations of transferring state-owned Shares. According to the “Approval on the Issues in relation to the Transfer of the State-owned Shares of Xinhua Winshare Publishing and Media Co., Ltd. for the Social Security Fund” (Chuan Guo Zi Chan Quan [2013] No.45) (《關於新華文軒出版傳媒股份有限公司國有股轉持充實社保基金有關問題的批覆》(川國資產權[2013]45號)) issued by the State-owned Assets Supervision and Administration Commission of Sichuan Province, Sichuan Xinhua Publishing Group Co., Ltd., the Company’s state-owned Shareholder, will fulfill the obligations of the transfer of state-owned Shares through payment of funds (the payment amount shall equal to number of Shares to be transferred multiplied by the issue price). Other state-owned Shareholders (Sichuan Publication Group Co., Ltd., Sichuan Daily Newspaper Group and Liaoning Publication Group Co., Ltd.) shall transfer part of their holdings of state-owned Shares to the extent of 10% (net of the obligation of transfer to be fulfilled by cash by Sichuan Xinhua Publishing Group Co., Ltd.) 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).

- (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 above stated 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 Proposed Share Price Stabilization Plan of the A Shares of the Company (details of which have been set out in the circular), and to authorize the Board to modify the wordings of the Proposed Share Price Stabilization Plan of the A Shares 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 it 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, satisfy the requirements (if any) of relevant PRC regulatory authorities and to deal with other related issues arising from the adoption of the Proposed Share Price Stabilization Plan of the A Shares.
3. Subject to the passing of the above stated 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 undertakings to be made by the Company in the A Shares listing document (details of which have been set out in the circular), and to authorize the Board to modify the wordings of such undertaking (such amendments will not be required to be approved by the Shareholders) and to execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the undertakings, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of the relevant PRC regulatory authorities and to deal with other related issues arising from the undertakings.”

For and on behalf of

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

Gong Cimin

Chairman

Sichuan, the PRC, 21 January 2014

Notes:

1. The register of members of the Company will be closed from 5 February 2014 to 7 March 2014 (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 H Shares Class Meeting, 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 no later than 4:30 p.m. on 4 February 2014.
2. Shareholders who are entitled to attend and vote at the H 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 by post to 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 not less than 24 hours before the time for holding the

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H Shares Class Meeting or not less than 24 hours before the time appointed for taking the poll. If the proxy is signed by a person under a power of attorney or other authority, such 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 H Shares Class Meeting or any adjourned meetings should they so wish.

4. Shareholders or their proxies shall produce identity documents when attending the H Shares Class Meeting.
5. Shareholders who intend to attend the H Shares Class Meeting should complete the reply slip and return it by hand or by post to the H share registrar of the Company on or before 15 February 2014.
6. The H Shares Class Meeting is expected to take approximately 15 minutes. Shareholders attending the H Shares Class Meeting shall be responsible for their own travel and accommodation expenses.

As at the date of this notice, the Board of the Company 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 Liyan, Mr. Mo Shixing and Mr. Mak Wai Ho as independent non-executive Directors.