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 9:00 a.m. on Tuesday, 26 August 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 resolution(s):

*Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcements of the Company both dated 10 July 2014.*

## AS ORDINARY RESOLUTION

"**THAT**

1. the performance and implementation of the Equity Transfer Agreement (a copy of which has been produced to the EGM and marked "A" and initialled by the chairman of the EGM for identification purpose), together with the terms and conditions thereof, the transactions contemplated thereunder as set out in the circular to be despatched to the Shareholders (the "**Circular**") be and are hereby confirmed and approved; and any one of the Directors be and are hereby authorised to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Equity Transfer Agreement, and to make and agree such variations of a non-material nature to any of the terms of the Equity Transfer Agreement they may in their discretion consider to be desirable and in the interests of the Company and Shareholders as a whole and all the Directors' acts as aforesaid."

* *For identification purposes only*

## AS SPECIAL RESOLUTIONS

**"THAT**

2. Subject to the completion of the A Share Issue, the proposed amendments to the Articles of Association (A Shares) be approved and confirmed (details of which to be set out in the Circular), and the Board be authorized to modify the wordings of such amendments as appropriate (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 proposed amendments, comply with 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 amendments to the Articles of Association (A Shares);

3. Subject to the completion of the A Share Issue, the proposed amendments to the General Meeting Rules (A Shares) be approved and confirmed (details of which to be set out in the Circular), and the Board be authorized to modify the wordings of such amendments as appropriate (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 proposed amendments, comply with 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 amendments to the General Meeting Rules (A Shares);

4. Subject to the completion of the A Share Issue, the formulation of Remedial Measures and Commitments be approved and confirmed (details of which to be set out in the Circular), and the Board be authorized to modify the wordings of Remedial Measures and Commitments as appropriate (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 proposed amendments, comply with 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 formulation of Remedial Measures and Commitments; and

5. Subject to the completion of the A Share Issue, under the specific rules and requirements that will be issued by regulatory bodies, such as the China Securities Regulatory Commission and the Shanghai Stock Exchange, the Board be approved and authorized to supplement, revise and improve the Remedial Measures and Commitments 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 supplementation, revision and improvement, comply with 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 revision of the Remedial Measures and Commitments."

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

Sichuan, the PRC, 11 July 2014

* *For identification purposes only*

*Notes:*

1. The register of members of the Company will be closed from 25 July 2014 to 26 August 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 EGM, 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 (for holders of H shares of the Company) or the head office in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on 24 July 2014.

2. Shareholders who are entitled to attend and vote at the EGM 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, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the EGM 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 EGM or any adjourned meetings 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 proxy form.

5. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of the domestic shares of the Company) on or before 6 August 2014.

6. The EGM is expected to take less than half day. Shareholders attending the EGM 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 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.*