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)

(I) ELECTION OF THE BOARD AND THE SUPERVISORY COMMITTEE OF THE FOURTH SESSION; (II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE MEETING RULES OF THE COMPANY; AND (III) REFRESHMENT OF THE MANDATE OF THE A SHARE ISSUE

A letter from the Board is set out on pages 4 to 16 of this circular.

The notices for convening the extraordinary general meeting (the "**EGM**"), the Domestic Share Class Meeting and H Share Class Meeting (the "**Class Meetings**") of the Company to be held at 9:30 a.m., 10:00 a.m. and 10:15 a.m. on 6 March 2015 (Friday) at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, Sichuan, the People's Republic of China (the "**PRC**") are set out on pages 49 to 57, 58 to 63 and 64 to 69 of this circular respectively.

The forms of proxy for use at the EGM and the Class Meetings are enclosed. Whether or not you are able to attend the EGM and the Class Meetings in person, you are requested to complete and return the accompanying form(s) of proxy in accordance with the instructions printed thereon. In case of H Shares, the proxy form(s) 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 in case of Domestic Shares, the proxy form(s) shall be lodged at the head office of the Company in the PRC, not less than 24 hours before the time for holding the EGM and the Class Meetings (or any adjournment thereof) or before the time appointed for taking the poll. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM and the Class Meetings or any adjournment thereof should you so wish.

* *For identification purposes only*

19 January 2015

CONTENTS

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

"A Share Issue"	the proposed issue of not more than 98,710,000 A Shares to qualified participants in the price consultation process and the individuals, legal entities 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 regulations and other regulatory requirements to which the Company is subject); and other target persons as approved by the CSRC
"A Shares"	domestic ordinary shares of the Company of RMB1.00 each in the share capital of the Company proposed to be issued and listed on the SSE
"Articles of Association"	the Existing Articles of Association and the Articles of Association (A Shares)
"Articles of Association (A Shares)"	the articles of association of the Company which will be effective upon completion of the proposed issue of A Shares and from the date of listing on the SSE
"Board"	the board of Directors
"Board Meeting Rules (A Shares)"	the rules of procedure for the meetings of the Board of the Company which will be effective upon completion of the proposed issue of A Shares and from the date of listing on the SSE
"China" or "PRC"	the People's Republic of China, but for the purposes of this circular, excluding Hong Kong and Macao Special Administrative Regions of the PRC and Taiwan
"Class Meetings"	the Domestic Share Class Meeting and the H Share Class Meeting
"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

"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary shares in the capital 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
"Domestic Share Class Meeting"	the domestic share class meeting of the Company to be held at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, Sichuan, the PRC at 10:00 a.m. on 6 March 2015 (or immediately after the EGM)
"EGM"	the extraordinary general meeting of the Company to be held at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, Sichuan, the PRC at 9:30 a.m. on 6 March 2015
"Existing Articles of Association"	the existing articles of association of the Company
"Existing Supervisory Committee Meeting Rules"	the existing rules of procedure for the meetings of the Supervisory Committee
"General Meeting Rules (A Shares)"	the rules of procedure for the general meetings of the Company which will be effective upon completion of the proposed issue of A Shares and from the date of listing on the SSE
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
"H Share Class Meeting"	the H share class meeting of the Company to be held at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, Sichuan, the PRC at 10:15 a.m. on 6 March 2015 (or immediately after the Domestic Share Class Meeting)

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	15 January 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Meeting Rules"	the meeting rules proposed to be amended by the Company, which include the General Meeting Rules (A Shares), the Board Meeting Rules (A Shares), the Existing Supervisory Committee Meeting Rules and the Supervisory Committee Meeting Rules (A Shares)
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising both Domestic Shares and H Shares as at the date hereof
"Shareholder(s)"	holder(s) of the Share(s)
"SSE"	Shanghai Stock Exchange
"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
"Supervisory Committee Meeting Rules"	the rules of procedure for the meetings of the Supervisory Committee, as amended from time to time
"Supervisory Committee Meeting Rules (A Shares)"	the rules of procedure for the meetings of the Supervisory Committee which will be effective upon completion of the proposed issue of A Shares and from the date of listing on the SSE

* *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 Liyan
Mr. Mo Shixing
Mr. Mak Wai Ho

Registered Office in the PRC:
12th Floor, No. 86 Section One
People's South Road
Qingyang District
Chengdu, Sichuan
the PRC

Head Office in the PRC:
No. 6 Wenxuan Road
Shang Mao Dadao
Cheng Bei
Chengdu, Sichuan 610081
the PRC

Principal Place of Business in Hong Kong:
18th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

19 January 2015

To the Shareholders

Dear Sir or Madam,

(I) ELECTION OF THE BOARD AND THE SUPERVISORY COMMITTEE OF THE FOURTH SESSION;
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE MEETING RULES OF THE COMPANY;
AND
(III) REFRESHMENT OF THE MANDATE OF THE A SHARE ISSUE

INTRODUCTION

Reference is made to the announcement of the Company dated 13 January 2015 regarding (i) the proposed election of the Directors and the Supervisors; (ii) the proposed amendments to the Articles of Association and the Meeting Rules; and (iii) refreshment of the mandate of the A Share Issue.

The purpose of this circular is to provide you with details of (i) the election of the Board of the fourth session, election of the Supervisory Committee of the fourth session and the determination of the remuneration of the Directors and Supervisors; and (ii) the proposed amendments to the Articles of Association and the Meeting Rules of the Company; and (iii) refreshment of the mandate of the A Share Issue.

(I) ELECTION OF THE BOARD AND THE SUPERVISORY COMMITTEE OF THE FOURTH SESSION

The term of office of the Company's Directors and Supervisors of the third session expired in 2014. Pursuant to the Existing Articles of Association and the relevant laws of the PRC, all the existing Directors and Supervisors shall continue to perform their duties as the Directors or Supervisors before a new session of the Board and the Supervisory Committee is elected. The Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fourth session of the Board and the Supervisory Committee will be elected at the EGM. All the existing Directors and Supervisors have confirmed that they will continue to hold their offices and perform their duties in accordance with the Existing Articles of Association and all relevant laws and regulations until the resolutions in relation to the appointment of the Directors and the Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fourth session are passed at the EGM.

The Board of the fourth session shall comprise 9 Directors, comprising 3 executive Directors, 3 non-executive Directors and 3 independent non-executive Directors. The Supervisory Committee of the fourth session shall be changed from 9 Supervisors to 6 Supervisors, including 2 Supervisors representing the Shareholders of the Company, 2 independent Supervisors and 2 Supervisors representing the staff and workers of the Company.

Pursuant to the Existing Articles of Association and the relevant laws of the PRC, the term of office of each Director and Supervisor (excluding the Supervisors representing the staff and workers of the Company) shall commence from the date of approval of his/her appointment by Shareholders at a general meeting of the Company until expiry of the relevant session of the Board and the Supervisory Committee, whereas the term of office of each Supervisor representing the staff and workers of the Company shall commence from the date of approval of his/her democratic appointment by the staff and workers of the Company and the formation of the new session of the Supervisory Committee until expiry of the relevant session of the Supervisory Committee. Upon expiry of the relevant session of the Board and the Supervisory Committee, all the retiring Directors and Supervisors, being eligible, may offer him/herself for re-election at the forthcoming general meeting of the Company.

The term of the Board and the Supervisory Committee of the fourth session will be for a period of three years which is proposed to commence on the date of approval by the Shareholders at the EGM. The Supervisors representing the staff and workers of the Company will be elected by the staff and workers of the Company democratically.

Mr. Zhang Chengxing and Mr. Mo Shixing, the respective retiring non-executive Director and independent non-executive Director, and Mr. Li Kun, Ms. Zhou Jing and Mr. Li Guangwei, the respective retiring Supervisors representing Shareholders and independent Supervisor, have notified the Company that, they will not seek for re-election and will retire from their offices of Director and Supervisor respectively on the date on which the Directors and Supervisors of the fourth session of the Board and the Supervisory Committee are appointed. Mr. Zhang Chengxing shall cease to be a member of the Company's strategy and investment planning committee and the chairman of the Company's editorial and publication committee while Mr. Mo Shixing shall cease to be a member of the Company's remuneration and review committee and the chairman of the Company's nomination committee upon their respective retirement simultaneously. Mr. Zhang Chengxing, Mr. Mo Shixing, Mr. Li Kun, Ms. Zhou Jing and Mr. Li Guangwei have confirmed that they have no disagreement with the Board and the Supervisory Committee and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders. Except for the retiring Directors and Supervisors mentioned in this paragraph, the other retiring Directors and Supervisors are eligible and will seek for re-election.

After considering the opinions of the Company's nomination committee, the Board has nominated Mr. Gong Cimin, Mr. Luo Yong, Mr. Luo Jun, Mr. Zhang Peng, Mr. Zhao Junhuai, Mr. Han Liyan and Mr. Mak Wai Ho, being the retiring Directors, as the candidates for re-election as Directors for the next term of office commencing from the date of approval of their appointments by the Shareholders at the EGM and expiring on the date of the relevant session of the Board. As mentioned above, Mr. Zhang Chengxing and Mr. Mo Shixing will not seek for re-election and will retire from their offices of Director on the date on which the Directors of the fourth session of the Board are appointed. Therefore, the Board has nominated Mr. Yang Miao and Ms. Xiao Liping as the candidates for election as new Directors for the next term of the Board.

The Supervisory Committee has nominated Mr. Xu Ping and Mr. Xu Yuzheng, being the retiring Supervisors representing the Shareholders, and Mr. Fu Daiguo, being the retiring independent Supervisor, as the candidates for re-election as the Supervisors representing the Shareholders and the independent Supervisor respectively for the next term of office commencing from the date of approval of their appointments by the Shareholders at the EGM and expiring on the date of the relevant session of the Supervisory Committee. As mentioned above, Mr. Li Kun, Ms. Zhou Jing and Mr. Li Guangwei, will not seek for re-election and will retire from their offices of Supervisor on the date on which the Supervisors of the fourth session of the Supervisory Committee are appointed. Therefore, the Supervisory Committee has nominated Ms. Liu Mixia as the candidate for election as a new independent Supervisor for the next term of the Supervisory Committee.

Ms. Wang Jianping, Ms. Lan Hong and Ms. Liu Nan, all being the Supervisors representing the staff and workers of the Company of the third session of the Supervisory Committee, will or will not be re-elected as Supervisors representing the staff and workers of the Supervisory Committee of the fourth session by the staff and workers of the Company democratically.

The election of the Directors, Supervisors (excluding Supervisors representing the staff and workers of the Company) of the fourth session is subject to the approval by the Shareholders at the EGM by way of ordinary resolutions.

The Company will issue an announcement as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as soon as practicable when the election of the Supervisors representing the Shareholders and the independent Supervisors is approved at the EGM and the Supervisors representing the staff and workers are elected by the staff and workers of the Company democratically.

Each of the above candidates for election as Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) will be presented individually to the Shareholders for voting at the EGM. The biographical details of all the above candidates for election as members of the Board and the Supervisory Committee of the fourth session (excluding the Supervisors representing the staff and workers of the Company) are set out in Appendix I and Appendix II to this circular respectively.

(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE MEETING RULES OF THE COMPANY

In order to reflect the adjustments of the number of the Supervisors and the composition of the Supervisory Committee and to comply with the requirements of the relevant regulatory authorities upon completion of the A Share Issue, the Board proposes to make certain amendments to the Existing Articles of Association and the Articles of Association (A Shares). Details of the proposed amendments to the Existing Articles of Association and the Articles of Association (A Shares) are set out in Appendix III to this circular.

In order to comply with the requirements of the relevant regulatory authorities upon completion of the A Share Issue, the Company proposes to make certain amendments to the General Meeting Rules (A Shares) and the Board Meeting Rules (A Shares). Details of the proposed amendments to the General Meeting Rules (A Shares) and the Board Meeting Rules (A Shares) are set out in Appendix IV and Appendix V to this circular.

In order to reflect the adjustments of the number of the Supervisors and the composition of the Supervisory Committee, the Supervisory Committee proposes to make certain amendments to the Existing Supervisory Committee Meeting Rules and the Supervisory Committee Meeting Rules (A Shares). Details of the proposed amendments to the Existing Supervisory Committee Meeting Rules and the Supervisory Committee Meeting Rules (A Shares) are set out in Appendix VI to this circular.

The abovementioned proposed amendments to the Articles of Association and the Meeting Rules of the Company are subject to the approval by the Shareholders at the EGM by way of special resolutions and all necessary approvals, authorizations or registration (if applicable) from or filings with the relevant government or regulatory authorities. The proposed amendments to the Articles of Association (A Shares), the General Meeting Rules (A Shares), the Board Meeting Rules (A Shares) and the Supervisory Committee Meeting Rules (A Shares) will only be effective upon completion of the A Share Issue and from the date of listing on the SSE.

(III) REFRESHMENT OF THE MANDATE OF THE A SHARE ISSUE

Reference is made to the announcement of the Company dated 16 January 2013 and the circulars of the Company dated 5 February 2013 and 21 January 2014 respectively, which are in relation to, among other things, the proposed issue of A Shares and the refreshment of the mandate of the A Share Issue.

On 7 March 2014, the Company held the extraordinary general meeting, Domestic Shares and H Shares class meetings respectively, where the Shareholders resolved, among other things, to approve the proposed A Share Issue and the grant of authorization to the Board to deal with the A Share Issue and related matters for 12 months from 7 March 2014.

The Company has already submitted the application for the proposed A Share Issue to the CSRC. As at the Latest Practicable Date, the approval of the application still has not been granted. As it is expected that the Company may not be able to complete the A Share Issue on or before the expiry date of the abovementioned authorization (i.e. 6 March 2015), the Board has resolved to seek the approval of the Shareholders to refresh the mandate of the A Share Issue and grant the authorization to the Board to deal with the A Share Issue and relevant matters.

The proposal in relation to the A Share Issue, the use of proceeds, and the effects of the A Share Issue on the Company's shareholding structure have no substantial changes as those set out in the circular of the Company dated 21 January 2014, the same of which is set out below for Shareholders' reference:

A Share Issue Proposal

(i)	Class of shares:	A Shares
(ii)	Nominal value:	RMB1.00 each
(iii)	Number of A Shares proposed to be issued:	Not more than 98,710,000 A Shares. 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 (details of which have been set out in the circular of the Company dated 5 February 2013), 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 relevant issuing expenses) and the total amount of investment required for the investment projects, as well as the market conditions, etc.
(iv)	Target persons for the issue:	Qualified participants in the price consultation process; the 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.

(v)	Price determination method:	The issue price will be determined based on the results of price consultations with qualified participants in the price consultation process and the market conditions; or other price determination method as approved by the CSRC.
(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 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 the 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).

Use of proceeds

After deducting the expenses incurred in the A Share Issue, the Company intends to apply the proceeds in the following projects with a total estimated investment amount of approximately RMB1,418,000,000:

(a) Logistics network construction project in Western China (西部物流網絡建設項目) with an estimated total investment amount of RMB598,000,000, out of which RMB400,000,000 is intended to be funded by the proceeds from the A Share Issue. Currently, the Company has already commenced the construction work in 2012 and has paid part of upfront cost for this project by its self-financing;

(b) Retail shops upgrading and expansion project (零售門店升級拓展項目) with an estimated total investment amount of RMB200,000,000, out of which RMB180,000,000 is intended to be funded by the proceeds from the A Share Issue. Currently, the Company has set up part of medium/small size retail shops with its self-financing;

(c) Service platform of education cloud project (教學雲服務平台項目) with an estimated total investment amount of RMB420,000,000, out of which RMB400,000,000 is intended to be funded by the proceeds from the A Share Issue. Currently, the Company has completed the research and development works and the trial operation of the sub-system of the project by its self-financing;

(d) Chinese cultural revival publication project (中華文化復興出版工程項目) with an estimated total investment amount of RMB50,000,000 which is intended to be funded entirely by the proceeds from the A Share Issue. The Company is currently undergoing the preparatory work of this project; and

(e) Enterprise resource planning system construction and upgrading project (ERP 建設升級項目) with an estimated total investment amount of RMB150,000,000 which is intended to be funded entirely by the proceeds from the A Share Issue. The Company is currently undergoing the preparatory work of this project.

The implementation of the above projects is not conditional upon completion of the proposed A Share Issue and receipt of the relevant proceeds.

Prior to receiving the proceeds from the proposed A Share Issue, the Company may pay the relevant investment amount by self-financing based on the actual payment schedule of the abovestated projects. Upon receipt of the proceeds from the proposed A Share Issue, the Company shall repay the said self-financing amount previously made with part of the proceeds.

In case the proceeds from the proposed A Share Issue (after deducting the expenses incurred in the A Share Issue) are insufficient for funding the abovestated projects, the Company shall arrange the use of the proceeds in accordance with the importance and urgency of the abovestated projects, and shall pay the outstanding balance by its own funds or through debt financing.

Subject to the actual situation of the investment projects before the completion of the A Share Issue and the obtaining of the approvals from the competent authorities, the directors of the Company may carry out necessary and appropriate adjustments to the said projects in accordance with the authorization to be granted at the EGM and the Class Meetings from time to time and the abovestated information may be changed accordingly.

Authorization by the Shareholders

The EGM and the Class Meetings will be held to consider and approve, among other things, the granting of the authorization to the Board to take all necessary actions and/or sign any documents in connection with the A Share Issue and all related matters in accordance with the relevant requirements of the CSRC, Stock Exchange and SSE be renewed. The authorization proposed to be granted to the Board shall include but not limited to the followings:

(i) To adjust and determine the matters relating to the listing of the A Shares in accordance with the relevant rules and the conditions of the securities market within the ambit granted by the Shareholders at the EGM and the Class Meetings, which include but not limited to the number of A Shares to be issued, target persons for the issue, issuing method, issuing price and the timing of commencing and terminating the issue;

(ii) Subject to the actual situation of the investment projects before the listing of the A Shares and the approvals from the competent authorities, to carry out necessary and appropriate adjustments to the projects which intended to be invested by the proceeds from the A Share Issue and approved by the Shareholders at the EGM, which include but not limited to the projects proposed to be invested, the investment amount, implementation plans and implementation methods;

(iii) To implement all procedures relating to the listing of the A Shares, which include the application of the A Share Issue to CSRC and other competent authorities, the signing of the relevant documents which include but not limited to the prospectus of the A Shares and other relevant documents;

(iv) To engage the listing intermediates and other professional parties, determine their respective engagement fees and enter into the agreements relating to the A Share Issue on behalf of the Company which include the underwriting agreement and sponsor agreement;

(v) To amend the Article of Association, the Rules of Procedures, the Internal Rules and the New Internal Rules (as defined in the circular of the Company dated 5 February 2013) subject to the completion of the A Share Issue, the results of the A Share Issue and the requirements of the relevant competent government authorities and to deal with the relevant procedures for registration of changes and filing of the Articles of Association, the registered capital and other issues with relevant authorities;

(vi) To apply and deal with the procedures for registration of changes with the registration authority and deal with the procedures for registration, settlement and lock-up procedures with the share registration authority or clearing authority of the Company subject to the results of the A Share Issue;

(vii) Other matters relating to the A Share Issue; and

(viii) To delegate the above authorizations to authorised Director(s).

The abovesaid renewal of authorization, if approved and granted by the Shareholders at the EGM and the Class Meetings, shall be effective for a period of 12 months from the date of approval by the EGM and the Class Meetings.

Effects of the A Share Issue on the Company's Shareholding Structure

Set out below is a summary of the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the A Share Issue (assuming no other H Shares, Domestic Shares or A Shares are to be issued by the Company from the Latest Practicable Date up to and including the date of issue of the A Shares and calculated based on the upper limit of number of A Shares proposed to be issued):

	As at the Latest Practicable Date			Immediately after completion of the A Share Issue		
Shareholder	**Types of Shares**	**Number of Shares**	**Percentage of the total issued share capital of the Company**	**Types of Shares**	**Number of Shares**	**Percentage of the total issued share capital of the Company**
Sichuan Xinhua Publishing Group Co., Ltd.*	State-owned Shares	592,809,525	52.22%	A Shares	592,809,525	48.05%
Sichuan Publication Group Co., Ltd.*	State-owned Shares	31,051,927	2.74%	A Shares	30,572,893	2.48%
Sichuan Daily Newspaper Group*	State-owned Shares	9,409,675	0.83%	A Shares	9,264,513	0.75%
Liaoning Publication Group Co., Ltd*	State-owned Shares	6,586,773	0.58%	A Shares	6,485,160	0.53%
Chengdu Hua Sheng (Group) Industry Co., Ltd.	Social Legal Person Shares	53,336,000	4.70%	A Shares	53,336,000	4.32%
National Council for the Social Security Fund		–	–	A Shares	725,809	0.06%
Public	H Shares	441,937,100	38.93%	H Shares	441,937,100	35.82%
				A Shares	98,710,000	8%
Total		1,135,131,000	100%		1,233,841,000	100%

For the reasons for and benefits of the A Share Issue, please refer to the circular of the Company dated 5 February 2013.

The Company has not conducted any fund raising activities in the past twelve months prior to the Latest Practicable Date.

EGM AND CLASS MEETINGS

The EGM will be held at 9:30 a.m. on 6 March 2015 (Friday) at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, Sichuan, the PRC, for the Shareholders to consider and, if thought fit, approve: (i) appointment of the Directors and the Supervisors (excluding Supervisors representing the staff and workers of the Company) of the fourth session; (ii) the proposed amendments to the Articles of Association and the Meeting Rules of the Company; and (iii) refreshment of the mandate of the A Share Issue. Immediately after the conclusion of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting will be held at the same venue at 10:00 a.m. and 10:15 a.m. respectively for the holders of the Domestic Shares and H Shares to consider and, if thought fit, approve the refreshment of the mandate of the A Share Issue. At the EGM and the Class Meetings, the votes will be taken by poll.

The notices of the EGM, the Domestic Share Class Meeting and the H Share Class Meeting are set out on pages 49 to 57, 58 to 63 and 64 to 69 of this circular respectively.

The forms of proxy for use at the EGM and the Class Meetings are enclosed. Whether or not you are able to attend the EGM and the Class Meetings in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. In case 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 in case 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 EGM and the Class Meetings (or any adjournment thereof) or before the time appointed for taking the poll. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM and the Class Meetings 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 at the EGM and the Class Meetings shall be taken by way of poll pursuant to Article 78 of the Existing 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.

No Shareholder is required to abstain from voting in connection with the resolutions to be resolved at the EGM and the Class Meetings.

RECOMMENDATIONS

The Board considers that (i) appointment of the Directors and the Supervisors (excluding Supervisors representing the staff and workers of the Company) of the fourth session; (ii) the proposed amendments to the Articles of Association and the Meeting Rules; and (iii) refreshment of the mandate of the A Share Issue are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and the Class Meetings.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

There is no assurance that the proposed A Share Issue will proceed to completion. Shareholders and potential investors are advised to exercise caution in dealings in the H Shares. The Company will disclose further details about the proposed A Share Issue in the PRC in due course, and disclose the relevant information simultaneously in Hong Kong according to the Listing Rules.

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

Set out below are the brief biographical details of the candidates of the Board of the fourth session:

EXECUTIVE DIRECTORS

Gong Cimin (龔次敏), aged 59, currently Chairman and executive Director of the Company; chairman and party secretary of Sichuan Xinhua Publishing Group and Sichuan Publication Group. Mr. Gong held the positions of deputy manager, general manager and party secretary of Chengdu City Xinhua Bookstore; head of Chengdu City Management Centre (成都市管理中心主任) of Sichuan Province Xinhua Bookstore Group and vice president of Sichuan Xinhua Publishing Group; and general manager and vice Chairman of the Company. He has been executive Director of the Company since June 2005, Chairman of the Company since September 2006, chairman and party secretary of Sichuan Xinhua Publishing Group since February 2007, and chairman and party secretary of Sichuan Publication Group since November 2012. Mr. Gong obtained the certificate of completion for a master's degree in economics and business administration from Sichuan University, and he is a senior economist.

Luo Yong (羅勇), aged 51, currently executive Director of the Company and president and deputy party secretary of Sichuan Publication Group. He worked as journalist for Ganzi News; office head, assistant to president, vice president, president, party secretary and editor-in-chief for Sichuan Nationalities Press (四川民族出版社); deputy head of management committee of Sichuan Publication Group; and general manager of the Company. He has been executive Director of the Company since September 2011, deputy party secretary of Sichuan Publication Group since October 2009 and president of Sichuan Publication Group since December 2013. Mr. Luo graduated from the Faculty of Chinese Language of Southwest University for Nationalities, and completed a journalism course at the College of Arts of Southwest University for Nationalities and an advance programme on business administration from Renmin University of China, respectively. He possesses the professional qualification as an editor.

Yang Miao (楊杪), aged 44, currently general manager of the Company; and director of Sichuan Yaxinshengxiang Education Technology Co., Ltd. (四川亞新盛翔教育科技有限公司) and Mingbo Education and Technology Co., Ltd. (明博教育科技有限公司). He held the positions of deputy sales manager and sales manager of Sichuan Province Xinhua Bookstore Textbook Company; deputy general manager of Sichuan Xinhua Book & Trading Co., Ltd.; deputy general manager and general manager of the textbook distribution company of Sichuan Xinhua Publishing Group, deputy general manager of the Company and general manager of education services department, deputy party secretary, general manager and executive Director. He has been general manager of the Company since December 2013. Mr. Yang graduated from the department of political science of University of Chengdu with a bachelor's degree in public relations and economic law. He successively completed the research courses in business administration at the School of Economics and Management of Tsinghua University and Renmin University of China, respectively. He is also an economist.

NON-EXECUTIVE DIRECTORS

Luo Jun (羅軍), aged 48, currently non-executive Director of the Company; director and vice president of Sichuan Xinhua Publishing Group; chairman of Sichuan Xinhua Haiyi Hotel Management Co., Ltd., Sichuan Guanghan Sanxingdui Qushanyuan Cultural Co., Ltd. (四川廣漢三星堆瞿上園文化有限公司), Dujiangyan Yulei Shanju Hotel Management Co., Ltd. (都江堰市玉壘山居酒店管理有限責任公司) and Shudian Investment Co., Ltd.; and director of Chengdu Xinhua Chuangzhi Cultural Industry Investment Co., Ltd. (成都市新華創智文化產業投資有限公司) and Sichuan Xinhua Shengtian Industrial Co., Ltd. (四川新華晟天實業有限責任公司). He held the positions of secretary of the directly administered entities youth league committee (直屬機關團委書記), deputy head and head of the personnel education department for Sichuan Provincial Bureau of Press and Publication; and chief officer of the training centre of Sichuan Provincial Bureau of Press and Publication (四川省新聞出版局培訓中心) and chairman of the Supervisory Committee of the Company. He has been non-executive Director of the Company since July 2008, vice president of Sichuan Xinhua Publishing Group since January 2006 and director of Sichuan Xinhua Publishing Group since November 2007. Mr. Luo graduated from Shaanxi Institute of Finance and Economics (陝西財經學院) with an economics bachelor's degree. He later obtained a master's degree in economics management at the Central Chinese Communist Party School (中央黨校).

Zhang Peng (張鵬), aged 50, currently non-executive Director of the Company; assistant to the chief executive and office manager of Sichuan Publication Group. He held the positions of editor and the manager of the chief editor office of Sichuan People's Publishing House. He has been non-executive Director of the Company since May 2013, office manager of Sichuan Publication Group since September 2006 and assistant to the chief executive of Sichuan Publication Group since July 2011. Mr. Zhang graduated from the Chinese Department of Sichuan College of Education (四川省教育學院) and obtained a master's degree in journalism from the Graduate School of Sichuan Academy of Social Sciences (四川省社會科學院).

Zhao Junhuai (趙俊懷), aged 46, currently non-executive Director of the Company; vice chairman of Chengdu Hua Sheng Group; president of Shu Du sub-branch of Musical Kindergarten of Chengdu Conservatory of Music (成都音樂學院幼兒園蜀都分園), Chengdu Hezhengyang Investment Co., Ltd. (成都市和正洋投資有限公司), Chengdu Xinhui Industrial Co., Ltd., Sichuan Winshare Logistics Co., Ltd. and Sichuan Winshare Preschool Educational Management Co., Ltd.; and director of Sichuan Wenhan International Trading Company (四川文瀚國際貿易有限公司). He held the positions of deputy general manager of the International Business Department and president of the eighth sub-branch of Chengdu City, Sichuan Branch of China Construction Bank, vice director of the management committee of Chengdu Economic Development Zone and director of Sichuan Winshare Preschool Educational Management Co., Ltd. He has been non-executive Director of the Company since October 2007, vice chairman of Chengdu Hua Sheng Group and president of Shu Du sub-branch of Musical Kindergarten of Chengdu Conservatory of Music since 2005, president of Chengdu Hezhengyang Investment Co., Ltd. since 2008, director of Sichuan Wenhan International Trading Company since 2010, president of Winshare Logistics Co., Ltd. since 2012 and president of Winshare Preschool

Education Management Co., Ltd. since 2014. Mr. Zhao obtained a bachelor's degree in agricultural economic management from Sichuan Agricultural University (四川農業大學), a master's degree in finance and a PhD degree in financial investment from Southwestern University of Finance and Economics (西南財經大學).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Han Liyan (韓立岩), aged 59, currently independent non-executive Director of the Company; independent director of China Aerospace Investment Holdings Co., Ltd. (航天投資控股有限公司); responsibility professor of economics and PhD tutor of the Faculty of Economics and Managment in Beihang University (北京航空航天大學); as well as PhD tutor in quantitative economics at Capital University of Economics and Business; visiting professor of the EMBA programme of the Business School of University of North Alabama, USA, EMBA programme of Sichuan University and Shanxi University of Finance and Economics (山西財經大學); and member of technology committee of Aviation Industry Corporation of China. Mr. Han once served as head of the department of fundamental courses at Capital University of Economics and Business (首都經濟貿易大學) (formerly known as Beijing College of Economics (北京經濟學院)), and as a professor and dean of the Department of Finance in the Faculty of Economics and Management of Beihang University. In 1997, Mr. Han was engaged in an economic research project on global banks at the Chinese Economy Research Centre of Peking University (北京大學). In 1999 and 2004, he conducted senior interview researches at the Economic Institute of Ruhr University in Bochum, Germany and the Department of Finance of University of New South Wales, Australia, respectively. He has been independent non-executive Director of the Company since September 2011, independent director of China Aerospace Investment Holdings Co., Ltd. since February 2012, and PhD tutor in the Faculty of Economics and Management of Beihang University since March 2000. Mr. Han graduated from Beijing Normal University, majoring in science, and successively obtained a bachelor's degree in science, a master's degree in science and a PhD degree in science, and then he was engaged in macroeconomics postdoctoral research at Vienna University of Economics and Business, Austria.

Mak Wai Ho (麥偉豪), aged 42, currently independent non-executive Director of the Company; an independent non-executive director of China Automotive Interior Decoration Holdings Limited (listed on the Stock Exchange, stock code: 8321); and a partner of W.H. Mak and Company (麥偉豪會計師事務所). Mr. Mak was an accountant of Ernst & Young, an accounting supervisor of Shunlong Group Limited, an accounting manager of Mei Ah Entertainment Group Ltd. (listed on the Stock Exchange, stock code: 391), an accounting manager of Jimei International Entertainment Group Company Limited and an accounting manager of Dong-Jun (Holdings) Limited (once listed on the Stock Exchange, stock code: 412, delisted). Mr. Mak was also the financial controller of Kong Sun Holdings Limited (listed on the Stock Exchange, stock code: 295) and the financial controller and company secretary of Sino State Development Limited. He has been an independent non-executive Director of the Company since July 2013, an independent non-executive director of China Automotive Interior Decoration Holdings Limited since September 2011 and a partner of W.H. Mak and Company since 2012. Mr. Mak graduated from Hong Kong University of Science and Technology with a bachelor degree in Business Administration (finance). He is a practising certified public accountant, a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and a practising member of the Hong Kong Institute of Certified Public Accountants.

Xiao Liping (肖莉萍), aged 58, once held the positions of deputy department head of the computer centre, department head of the personnel office, head of the human resource department, deputy party secretary, discipline secretary, deputy general manager and member of Party Committee of Sichuan Province Xinhua Bookstore, and executive deputy general manager and party secretary of the Company. Ms. Xiao has retired since July 2011. Ms. Xiao graduated from Sichuan Radio and Television University, majoring in Electronics, completed the master course in Renmin University of China in September 2002 and is a senior political officer (高級政工師).

Save as disclosed above, each of the candidates of the Board in this appendix has respectively confirmed that (i) he/she does not hold any position of the Group nor any directorship in other listed companies for the past three years; (ii) he/she does not have any other relationship with any other Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company and each of the candidates of the Board consider that, there is no other information or matter involved which is required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be bought to the attention of the Shareholders.

Subject to the respective approvals of the resolutions regarding the appointment of each of the candidates of the Board by the Shareholders at the EGM, the relevant appointment of Directors shall become effective. The Company will enter into a service contract with each of the candidates respectively. The terms and conditions of the relevant service contract and the remuneration will be determined by the Board in accordance with the authorization from the general meeting after considering the duties and responsibilities of such candidate with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions. The term of office will be for a period of three years commencing from the date of approval by the Shareholders at the EGM.

Set out below are the brief biographical details of the candidates of the Supervisory Committee of the fourth session (excluding Supervisors representing the staff and workers of the Company):

SUPERVISORS REPRESENTING THE SHAREHOLDERS

Xu Ping (徐平), aged 56, currently chairman of the Supervisory Committee of the Company; discipline secretary of Sichuan Publication Group; and standing council member of Publishers Association of Sichuan (四川出版協會). He held the positions of party secretary of the organic chemistry office, deputy secretary and secretary of the Labour Committee of Society, deputy chief of the administration office of Chengdu Branch of Chinese Academy of Sciences (中國科學院); deputy county mayor of the People's Government of Yanting County, Sichuan Province; commissioner (division level) of Administration Office of Sichuan Province, and deputy officer (division level) of the Promotion and Education Office of the Supervision Department of Sichuan Province, the Commission for Discipline Inspection of Sichuan Province; and deputy discipline secretary and officer of the Audit and Supervision Office of Sichuan Publication Group. He has been chairman of the Supervisory Committee of the Company since September 2011 and discipline secretary of Sichuan Publication Group since December 2010. Mr. Xu graduated from the Graduate School of Party School of the Central Committee of the Communist Party of China (中央黨校研究生院), majoring in economics management, and obtained the qualification of senior political officer (高級政工師).

Xu Yuzheng (許玉鄭), aged 58, currently Supervisor of the Company; director, discipline secretary and chairman of labour union of Sichuan Xinhua Publishing Group; supervisor of Sichuan Xinhua Haiyi Hotel Management Co., Ltd. (四川新華海頤酒店管理有限責任公司) and Sichuan Xinhua Shengtian Industrial Co., Ltd. (四川新華晟天實業有限責任公司); and director of Chengdu Xinhua Chuangzhi Cultural Industry Investment Co., Ltd. (成都市新華創智文化產業投資有限公司). He held the positions of deputy chief section member, chief section member, discipline inspection officer (deputy division level) and deputy chief officer (division level) of Disciplinary Investigation Committee of Sichuan Party Committee (中共四川省紀律檢查委員會) and Sichuan Provincial Department of Supervision (四川省監察廳); and chairman of Chengdu Yujinyuan Property Co., Ltd. (成都市玉錦苑置業有限公司). He has been Supervisor of the Company since July 2008, discipline secretary of Sichuan Xinhua Publishing Group since January 2006, director of Sichuan Xinhua Publishing Group since November 2007 and chairman of labour union of Sichuan Xinhua Publishing Group since March 2008. Mr. Xu graduated from Sichuan Radio and Television University (四川廣播電視大學), majoring in law, and later obtained a diploma in economics and management from Sichuan Normal University. Mr. Xu holds the professional qualification as a lawyer.

INDEPENDENT SUPERVISORS

Fu Daiguo (傅代國), aged 50, currently independent Supervisor of the Company. He is also the deputy dean and professor of the Western Business School of China, Southwestern University of Finance and Economics ("**SWUFE**") (西南財經大學) and an independent director of Ingenic Semiconductor Co., Ltd (北京君正集成電路股份有限公司) (listed on Shenzhen Stock Exchange, stock code: 300223), Shandong Longlive Bio-Technology Co., Ltd. (山東龍力生物科技股份有限公司) and Lier Chemical Co., Ltd. (利爾化學股份有限公司). He held the positions of lecturer, associate professor, professor and deputy dean of the College of Accounting at the Southwestern University of Finance and Economics, project manager of Sichuan Province Assets Reorganisation Centre (四川省資產重組中心) and independent director of Sichuan Baoguang Pharmaceuticals Co., Ltd. (四川寶光藥業股份有限公司), Chengdu City People's Shopping Mall (Group) Co., Ltd. (成都人民商場(集團)股份有限公司, formerly known as Chengdu City People's Shopping Mall Company Limited (成都人民商場股份有限公司), listed on Shanghai Stock Exchange, stock code: 600828), China Tungsten and Hightech Materials Co., Ltd. (中鎢高新材料股份有限公司, listed on Shenzhen Stock Exchange, stock code: 000657), Sichuan Zhonghui Pharmaceuticals (Group) Co., Ltd. (四川中匯醫藥(集團)股份有限公司, formerly known as Sichuan Zhonghui Pharmaceuticals Company Limited (四川中匯醫藥股份有限公司), listed on Shenzhen Stock Exchange, stock code: 000809) and Sichuan Chuanrun Co., Ltd. (四川川潤股份有限公司, listed on Shenzhen Stock Exchange, stock code: 002272). He has been independent Supervisor of the Company since April 2006 and professor and deputy dean of the Western Business School of SWUFE since 2013. Mr. Fu graduated from the SWUFE with a master's degree in accounting and a PhD degree in accounting. He is also a member of the China Accounting Association (中國會計學會), and vice president of the Chengdu Accounting Association.

Liu Mixia (劉密霞), aged 56, held positions of deputy head of the financial department of Sichuan Province Winshare Bookstore (四川省新華書店), head of the financial department of Sichuan Province Winshare Bookstore Audio and Visual Product Company (四川省新華書店音像公司) and deputy head of the audit office of Sichuan Xinhua Publishing Group Co., Ltd from December 1987 to January 2013. She also held position of head of the audit department of the Company from May 2005 to March 2013. She has retired since March 2013. Ms. Liu graduated from the Correspondence College of the Party College of Sichuan Provincial Committee of the Communist Party of China (中共四川省委黨校函授學院), majoring in economics management. She is also an accountant.

Save as disclosed above, each of the candidates of the Supervisory Committee in this appendix has respectively confirmed that (i) he/she does not hold any position of the Group nor any directorship in other listed companies for the past three years; (ii) he/she does not have any other relationship with any other Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company and each of the candidates of the Supervisory Committee consider that, there is no other information or matter involved which is required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be bought to the attention of the Shareholders.

Subject to the respective approvals of the resolutions regarding the appointment of each of the candidates of the Supervisory Committee by the Shareholders at the EGM, the relevant appointment of Supervisors shall become effective. The Company will enter into a service contract with each of the candidates respectively. The terms and conditions of the relevant service contract and the remuneration will be determined by the Board in accordance with the authorization from the general meeting after considering the duties and responsibilities of such candidate with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions; and combining the opinions from the Supervisory Committee. The term of office will be for a period of three years commencing from the date of approval by the Shareholders at the EGM.

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

A. Proposed amendments to the Existing Articles of Association are as follows:

1. Article 7 of the Existing Articles of Association

Original version:

"The Articles of Association (the "**Articles of Association**") are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting held on 13 May 2005, the extraordinary general meeting held on 26 April 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011, the extraordinary general meeting held on 29 September 2011 and the extraordinary general meeting held on 20 December 2012 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the extraordinary general meeting held on 10 July 2014.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

shall be amended as:

"The Articles of Association (the "**Articles of Association**") are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting held on 13 May 2005, the extraordinary general meeting held on 26 April 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011, the extraordinary general meeting held on 29 September 2011<u>,</u> the extraordinary general meeting held on 20 December 2012 <u>and the extraordinary general meeting held on 10 July 2014</u> pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the extraordinary general meeting held on <u>[●] 2015</u>.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

2. Article 124 of the Existing Articles of Association

Original version:

"The Supervisory Committee is composed of nine (9) persons, including one (1) as chairman of the Supervisory Committee. They have a term of three (3) years, and are eligible for re-election and re-assignment.

The appointment and dismissal of the chairman of the Supervisory Committee is subject to adoption by over two thirds of the supervisors by voting.

The meeting of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor jointly recommended by half or above of the supervisors shall be appointed to convene and preside over the meeting."

shall be amended as:

"The Supervisory Committee is composed of six (6) persons, including one (1) as chairman of the Supervisory Committee. They have a term of three (3) years, and are eligible for re-election and re-assignment.

The appointment and dismissal of the chairman of the Supervisory Committee is subject to adoption by over two thirds of the supervisors by voting.

The meeting of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor jointly recommended by half or above of the supervisors shall be appointed to convene and preside over the meeting."

3. Article 125 of the Existing Articles of Association

Original version:

"Members of the Supervisory Committee shall consist of four (4) shareholder representatives, two (2) independent supervisors (independent from the Company and not having any position in the Company) and three (3) employee representatives. The shareholder representatives shall be elected and removed by a general meeting, the employee representatives shall be elected and removed by employees of the Company through the employees' representatives meeting, employees' meeting or other form.

The term of each supervisor shall commence from the date on which the resolution related thereto is adopted at a general meeting of shareholders or at a democratic election for employees and ending on the expiration of the term of the then Supervisory Committee.

In the Supervisory Committee of the Company, external supervisors (not holding any post in the Company, same below) shall account for more than one half of all the supervisors, and external supervisors are entitled to report the fiduciary and due diligence of the senior management of the Company at the general meeting independently.

The proportion of employees' representative in the Supervisory Committee shall not be lower than one third."

shall be amended as:

"Members of the Supervisory Committee shall consist of two (2) Supervisors representing the shareholders, two (2) independent supervisors (independent from the Company and not having any position in the Company) and two (2) Supervisors representing the staff and workers of the Company. The shareholder representatives shall be elected and removed by a general meeting, the employee representatives shall be elected and removed by employees of the Company through the employees' representatives meeting, employees' meeting or other form.

The term of each supervisor shall commence from the date on which the resolution related thereto is adopted at a general meeting of shareholders or at a democratic election for employees and ending on the expiration of the term of the then Supervisory Committee.

In the Supervisory Committee of the Company, external supervisors (not holding any post in the Company, same below) shall account for more than one half of all the supervisors, and external supervisors are entitled to report the fiduciary and due diligence of the senior management of the Company at the general meeting independently.

The proportion of employees' representative in the Supervisory Committee shall not be lower than one third."

B. Proposed amendments to the Articles of Association (A Shares) are as follows:

1. Article 7 of the Articles of Association (A Shares)

Original version:

"The Articles of Association are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting for 2005, the first extraordinary general meeting for 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011, the extraordinary general meeting held on 29 September 2011, the extraordinary general meeting held on 20 December 2012, the extraordinary general meeting held on 8 March 2013, the extraordinary general meeting held on 7 March 2014 and the extraordinary general meeting held on 10 July 2014 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association passed by way of special resolution at the extraordinary general meeting held on 26 August 2014 (the "**Articles of Association**") has become effective and supersede the Original Articles of Association with the approval from the relevant authorities of the State from the date on which the RMB ordinary shares (the "**A Shares**") of the Company are listed on the Shanghai Stock Exchange.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

shall be amended as:

"The Articles of Association are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting for 2005, the first extraordinary general meeting for 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011, the extraordinary general meeting held on 29 September 2011, the extraordinary general meeting held on 20 December 2012, the extraordinary general meeting held on 8 March 2013, the extraordinary general meeting held on 7 March 2014, the extraordinary general meeting held on 10 July 2014 and the extraordinary general meeting held on 26 August 2014 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association passed by way of special resolution at the extraordinary general meeting held on [●] 2015 (the "**Articles of Association**") has become effective and supersede the Original Articles of Association with the approval from the relevant authorities of the State from the date on which the RMB ordinary shares (the "**A Shares**") of the Company are listed on the Shanghai Stock Exchange.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

2. Paragraph 1 of Article 58 of the Articles of Association (A Shares)

Original version:

"The shareholders' general meeting may exercise the following functions and powers:

(1) to decide on the development plans, operating policies and investment plans of the Company;

(2) to elect and replace Directors who are not representatives of the staff and decide on matters relating to the remuneration of Directors;

(3) to elect and replace the supervisors who are not representatives of the staff and decide on matters relating to the remuneration of supervisors;

(4) to examine and approve reports of the Board;

(5) to examine and approve reports of the Supervisory Committee;

(6) to examine and approve the Company's proposed annual preliminary and final financial budgets;

(7) to examine and approve the Company's profit distribution plans and plans for making up losses;

(8) to examine matters relating to the connected transactions and other transactions which require approval by the shareholders' general meeting;

(9) to decide on increases or reductions in the Company's registered capital;

(10) to decide on matters such as merger, division, change of the corporate form, dissolution and liquidation of the Company;

(11) to decide on the issue of bonds and other securities and the listing of the Company;

(12) to adopt resolutions on the Company's appointments, dismissals or non-reappointments of accounting firms;

(13) to amend the Articles of Association;

(14) to examine matters relating to the change of use of proceeds from the Issue of A Shares;

(15) to examine share based award schemes of the Company;

(16) to examine matters relating to the purchases and disposals of the Company's material assets within one (1) year, which exceed 30% of the Company's latest audited total assets;

(17) to resolve matters relating to external guarantees which require approval by the shareholders' general meeting as required by laws, administrative regulations and the Articles of Association;

(18) to examine the proposal raised by shareholders individually or jointly holding not less than 3% of the Company's voting shares;

(19) to examine other matters required by laws, administrative regulations and the Articles of Association to be resolved by general meeting of shareholders."

shall be amended as:

"The shareholders' general meeting may exercise the following functions and powers:

(1) to decide on the development plans, operating policies and investment plans of the Company;

(2) to elect and replace Directors who are not representatives of the staff and decide on matters relating to the remuneration of Directors;

(3) to elect and replace the supervisors who are not representatives of the staff and decide on matters relating to the remuneration of supervisors;

(4) to examine and approve reports of the Board;

(5) to examine and approve reports of the Supervisory Committee;

(6) to examine and approve the Company's proposed annual preliminary and final financial budgets;

(7) to examine and approve the Company's profit distribution plans and plans for making up losses;

(8) to examine matters relating to the connected transactions and other transactions which require approval by the shareholders' general meeting;

(9) to decide on increases or reductions in the Company's registered capital;

(10) to decide on matters such as merger, division, change of the corporate form, dissolution and liquidation of the Company;

(11) to decide on the issue of bonds and other securities, the listing or initiative delisting of the Company;

(12) to adopt resolutions on the Company's appointments, dismissals or non-reappointments of accounting firms;

(13) to amend the Articles of Association;

(14) to examine matters relating to the change of use of proceeds from the Issue of A Shares;

(15) to examine share based award schemes of the Company;

(16) to examine matters relating to the purchases and disposals of the Company's material assets within one (1) year, which exceed 30% of the Company's latest audited total assets;

(17) to resolve matters relating to external guarantees which require approval by the shareholders' general meeting as required by laws, administrative regulations and the Articles of Association;

(18) to examine the proposal raised by shareholders individually or jointly holding not less than 3% of the Company's voting shares;

(19) to examine other matters required by laws, administrative regulations and the Articles of Association to be resolved by general meeting of shareholders."

3. Paragraph 1 of Article 96 of the Articles of Association (A Shares)

Original version:

"Shareholders who attend the general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain."

shall be amended as:

"Shareholders who attend the general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Shanghai-Hong Kong Stock Connect makes reporting in accordance with the instruction of the actual holders of relevant shares."

4. Article 105 of the Articles of Association (A Shares)

Original version:

"The following resolutions shall be adopted as special resolutions at a general meeting:

(1) increase in or reduction of registered capital and issuance of shares of any class, warrants and other similar securities of the Company;

(2) issuance of debentures of the Company;

(3) division, merger, dissolution and liquidation or change in corporate form of the Company;

(4) amendments to the Articles of Association;

(5) purchase or disposal of material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company;

(6) equity incentive scheme; and

other matters, provided by laws, administrative regulations or the Articles of Association or considered by the shareholders' general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution."

shall be amended as:

"The following resolutions shall be adopted as special resolutions at a general meeting:

(1) increase in or reduction of registered capital and issuance of shares of any class, warrants and other similar securities of the Company;

(2) issuance of debentures and other securities of the Company, and resolution on listing or initiative delisting;

(3) division, merger, dissolution and liquidation or change in corporate form of the Company;

(4) amendments to the Articles of Association;

(5) purchase or disposal of material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company;

(6) equity incentive scheme; and

other matters, provided by laws, administrative regulations or the Articles of Association or considered by the shareholders' general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution."

5. Paragraph 1 of Article 135 of the Articles of Association (A Shares)

Original version:

"The Board shall report to the shareholders' general meeting and carries out the following duties and powers:

(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;

(2) to implement the resolutions of shareholders' general meetings;

(3) to decide on the Company's business plans and investment plans;

(4) to formulate the Company's plans on annual financial budgets and final accounts;

(5) to formulate the Company's profit distribution plans and plans on making up losses;

(6) to formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company or other bonds and listing plan;

(7) to formulate plans for major acquisitions of the Company and redeem the Company's own shares or plans for merger, division, alteration of corporate form of the Company and dissolution;

(8) to resolve on external guarantees other than those requiring approval of the general meeting in accordance with provisions of relevant laws, administrative regulations and this Articles of Association;

(9) to resolve on connected transactions and other transactions requiring deliberation and approval of the Board of the Company;

(10) to resolve on (among others) external investment, purchase and sale of assets, assets mortgage, external guarantees, entrustment of financial services and connected transactions of the Company within the authorization of the general meeting;

(11) to determine the establishment of the Company's internal management structure;

(12) to appoint or remove the general manager, secretary to the Board of the Company, and to appoint or remove the deputy general manager, chief financial officer and other senior management of the Company upon nomination by the general manager and to decide on their remuneration, rewards and punishments;

(13) to formulate the basic management system of the Company;

(14) to formulate proposals for amendment to the Articles of Association;

(15) to manage information disclosure of the Company;

(16) to propose the appointment or removal of the Company's auditors to the general meetings of the shareholders;

(17) to hear the work report and inspect the work of the general manager of the Company;

(18) to appoint or remove other key management personnel other than the senior management of the Company upon nomination by the general manager and to decide on their remunerations;

(19) the provisions of the Articles of Association or other duties delegated by general meeting."

shall be amended as:

"The Board shall report to the shareholders' general meeting and carries out the following duties and powers:

(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;

(2) to implement the resolutions of shareholders' general meetings;

(3) to decide on the Company's business plans and investment plans;

(4) to formulate the Company's plans on annual financial budgets and final accounts;

(5) to formulate the Company's profit distribution plans and plans on making up losses;

(6) to formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company or other bonds, and the listing or initiative delisting plan;

(7) to formulate plans for major acquisitions of the Company and redeem the Company's own shares or plans for merger, division, alteration of corporate form of the Company and dissolution;

(8) to resolve on external guarantees other than those requiring approval of the general meeting in accordance with provisions of relevant laws, administrative regulations and this Articles of Association;

(9) to resolve on connected transactions and other transactions requiring deliberation and approval of the Board of the Company;

(10) to resolve on (among others) external investment, purchase and sale of assets, assets mortgage, external guarantees, entrustment of financial services and connected transactions of the Company within the authorization of the general meeting;

(11) to determine the establishment of the Company's internal management structure;

(12) to appoint or remove the general manager, secretary to the Board of the Company, and to appoint or remove the deputy general manager, chief financial officer and other senior management of the Company upon nomination by the general manager and to decide on their remuneration, rewards and punishments;

(13) to formulate the basic management system of the Company;

(14) to formulate proposals for amendment to the Articles of Association;

(15) to manage information disclosure of the Company;

(16) to propose the appointment or removal of the Company's auditors to the general meetings of the shareholders;

(17) to hear the work report and inspect the work of the general manager of the Company;

(18) to appoint or remove other key management personnel other than the senior management of the Company upon nomination by the general manager and to decide on their remunerations;

(19) the provisions of the Articles of Association or other duties delegated by general meeting."

6. Article 160 of the Articles of Association (A Shares)

Original version:

"The Supervisory Committee is composed of nine (9) persons, including one (1) as chairman of the Supervisory Committee. They have a term of three (3) years, and are eligible for re-election and re-assignment.

The appointment and dismissal of the chairman of the Supervisory Committee is subject to adoption by over two thirds of the supervisors by voting.

The meeting of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor jointly recommended by half or above of the supervisors shall be appointed to convene and preside over the meeting.

If the term of office of a supervisor expires but re-election is not made responsively or if any supervisor resigns during his term of office so that the membership of the Supervisory Committee falls short of the quorum, the said supervisor shall continue fulfilling the duties as supervisor pursuant to relevant laws, administrative regulations and the Articles of Association until a new supervisor is elected."

shall be amended as:

"The Supervisory Committee is composed of six (6) persons, including one (1) as chairman of the Supervisory Committee. They have a term of three (3) years, and are eligible for re-election and re-assignment.

The appointment and dismissal of the chairman of the Supervisory Committee is subject to adoption by over two thirds of the supervisors by voting.

The meeting of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor jointly recommended by half or above of the supervisors shall be appointed to convene and preside over the meeting.

If the term of office of a supervisor expires but re-election is not made responsively or if any supervisor resigns during his term of office so that the membership of the Supervisory Committee falls short of the quorum, the said supervisor shall continue fulfilling the duties as supervisor pursuant to relevant laws, administrative regulations and the Articles of Association until a new supervisor is elected."

7. Article 161 of the Articles of Association (A Shares)

Original version:

"Members of the Supervisory Committee shall consist of four (4) shareholder representatives, two (2) independent supervisors (independent from the Company and not having any position in the Company) and three (3) employee representatives. The shareholder representatives shall be elected and removed by a general meeting, the employee representatives shall be elected and removed by employees of the Company through the employees' representatives meeting, employees' meeting or other form.

The term of each supervisor shall commence from the date on which the resolution related thereto is adopted at a general meeting of shareholders or at a democratic election for employees and ending on the expiration of the term of the then Supervisory Committee.

In the Supervisory Committee of the Company, external supervisors (not holding any post in the Company, same below) shall account for more than one half of all the supervisors, and external supervisors are entitled to report the fiduciary and due diligence of the senior management of the Company at the general meeting independently.

The proportion of employees' representative in the Supervisory Committee shall not be lower than one third."

shall be amended as:

"Members of the Supervisory Committee shall consist of two (2) supervisors representing the shareholders, two (2) independent supervisors (independent from the Company and not having any position in the Company) and two (2) supervisors representing the staff and workers of the Company. The supervisors representing the shareholders shall be elected and removed by a general meeting, the supervisors representing the staff and workers of the Company shall be elected and removed by employees of the Company through the employees' representatives meeting, employees' meeting or other form.

The term of each supervisor shall commence from the date on which the resolution related thereto is adopted at a general meeting of shareholders or at a democratic election for employees and ending on the expiration of the term of the then Supervisory Committee.

In the Supervisory Committee of the Company, external supervisors (not holding any post in the Company, same below) shall account for more than one half of all the supervisors, and external supervisors are entitled to report the fiduciary and due diligence of the senior management of the Company at the general meeting independently.

The proportion of employees' representative in the Supervisory Committee shall not be lower than one third."

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

Proposed amendments to the General Meeting Rules (A Shares) are as follows:

1. Paragraph 1 of Rule 9 of the General Meeting Rules (A Shares)

Original version:

"The Shareholders' General Meeting is the organ of authority of the Company and shall legally exercise the following functions and powers:

1. to decide on the development planning, operating policies and investment plans of the Company;
2. to elect and replace Directors who are not employee representatives and to fix the remuneration of the relevant Directors;
3. to elect and replace Supervisors who are not employee representatives and to fix the remuneration of the relevant Supervisors;
4. to consider and approve the reports of the Board;
5. to consider and approve the reports of the supervisory committee of the Company (the "**Supervisory Committee**");
6. to consider and approve the proposed annual financial budgets and final accounts of the Company;
7. to consider and approve the profit distribution plans and loss recovery plans of the Company;
8. to consider connected transactions and other transactions that require the deliberation of the Shareholders' General Meeting pursuant to relevant laws, regulations, the Listing Rules, the Articles of Association and/or these Rules;
9. to adopt resolutions on any increase or reduction of registered capital of the Company;
10. to adopt resolutions on matters such as merger, division, dissolution, liquidation or conversion of corporate form of the Company;
11. to adopt resolutions on the issue of bonds or other securities and the listing of the Company;

12. to adopt resolutions on the appointments, dismissals or non-re-appointments of accounting firms of the Company;

13. to amend the Articles of Association;

14. to consider and approve the alteration to the intended use of the funds raised in the issuing of A shares;

15. to consider the equity incentive scheme of the Company;

16. to consider matters relating to the purchases and disposals of the Company's material assets which account for 30% or more of the Company's latest audited total assets within one (1) year;

17. to adopt resolutions on external guarantees requiring the approval of the Shareholders' General Meeting pursuant to relevant laws, regulations, the Listing Rules and the Articles of Association;

18. to consider ad hoc proposals submitted by Shareholders individually or jointly holding 3% or more of the shares carrying voting rights of the Company; and

19. other matters required by relevant laws, administrative regulations and the Articles of Association to be resolved at the Shareholders' General Meeting."

shall be amended as:

"The Shareholders' General Meeting is the organ of authority of the Company and shall legally exercise the following functions and powers:

1. to decide on the development planning, operating policies and investment plans of the Company;

2. to elect and replace Directors who are not employee representatives and to fix the remuneration of the relevant Directors;

3. to elect and replace Supervisors who are not employee representatives and to fix the remuneration of the relevant Supervisors;

4. to consider and approve the reports of the Board;

5. to consider and approve the reports of the supervisory committee of the Company (the "**Supervisory Committee**");

6. to consider and approve the proposed annual financial budgets and final accounts of the Company;

7. to consider and approve the profit distribution plans and loss recovery plans of the Company;

8. to consider connected transactions and other transactions that require the deliberation of the Shareholders' General Meeting pursuant to relevant laws, regulations, the Listing Rules, the Articles of Association and/or these Rules;

9. to adopt resolutions on any increase or reduction of registered capital of the Company;

10. to adopt resolutions on matters such as merger, division, dissolution, liquidation or conversion of corporate form of the Company;

11. to adopt resolutions on the issue of bonds or other securities and the listing or initiative delisting of the Company;

12. to adopt resolutions on the appointments, dismissals or non-re-appointments of accounting firms of the Company;

13. to amend the Articles of Association;

14. to consider and approve the alteration to the intended use of the funds raised in the issuing of A shares;

15. to consider the equity incentive scheme of the Company;

16. to consider matters relating to the purchases and disposals of the Company's material assets which account for 30% or more of the Company's latest audited total assets within one (1) year;

17. to adopt resolutions on external guarantees requiring the approval of the Shareholders' General Meeting pursuant to relevant laws, regulations, the Listing Rules and the Articles of Association;

18. to consider ad hoc proposals submitted by Shareholders individually or jointly holding 3% or more of the shares carrying voting rights of the Company; and

19. other matters required by relevant laws, administrative regulations and the Articles of Association to be resolved at the Shareholders' General Meeting."

2. Rule 61 of the General Meeting Rules (A Shares)

Original version:

"Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, the following resolutions shall be adopted as special resolutions at a general meeting:

1. increase in or reduction of registered capital and issuance of shares of any class, warrants and other similar securities of the Company;

2. issuance of debentures of the Company;

3. division, merger, dissolution and liquidation or change in corporate form of the Company;

4. amendments to the Articles of Association;

5. purchase or disposal of material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company;

6. equity incentive scheme; and

7. other matters, provided by laws, regulations, the Listing Rules or the Articles of Association or considered by the Shareholders' General Meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution."

shall be amended as:

"Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, the following resolutions shall be adopted as special resolutions at a general meeting:

1. increase in or reduction of registered capital and issuance of shares of any class, warrants and other similar securities of the Company;

2. issuance of debentures and other securities of the Company, and resolution on listing or initiative delisting;

3. division, merger, dissolution and liquidation or change in corporate form of the Company;

4. amendments to the Articles of Association;

5. purchase or disposal of material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company;

6. equity incentive scheme; and

7. other matters, provided by laws, regulations, the Listing Rules or the Articles of Association or considered by the Shareholders' General Meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution."

3. Paragraph 1 of Rule 67 of the General Meeting Rules (A Shares)

Original version:

"Shareholders who attend the general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain."

shall be amended as:

"Shareholders who attend the general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain<u>, save for the circumstance that the securities registration and settlement institution acting as the nominal holder of shares under the Shanghai-Hong Kong Stock Connect makes reporting in accordance with the instruction of the actual holders of relevant shares</u>."

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

Proposed amendments to the Board Meeting Rules (A Shares) are as follows:

1. Paragraph 1 of Rule 5 of the Board Meeting Rules (A Shares)

Original version:

"The Board carries out the following duties and powers:

1. To convene General Meetings and report its work to the General Meetings;

2. To implement the resolutions of General Meetings;

3. To decide on the Company's business plans and investment plans;

4. To formulate the Company's plans on annual financial budgets and final accounts;

5. To formulate the Company's profit distribution plans and plans on making up losses;

6. To formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company or other securities and listing plan;

7. To formulate plans for material acquisition by the Company, acquisition of the Company's stock, merger, division, dissolution and alteration of corporate form of the Company;

8. To determine the matters about external guarantees which require approval by the General Meeting, in accordance with the any applicable law and regulation, securities listing rules of the stock exchange on which the company's shares are listed (the "**Listing Rules**"), the Articles of Association and/or these Rules;

9. To determine the matters about transactions of the Company which meet one of the following criteria (except connected transactions, to which the Rules for Connected Transactions of Xinhua Winshare Publishing and Media Co., Ltd. (《新華文軒出版傳媒股份有限公司關聯交易制度》) is applicable), in accordance with any applicable law, regulation, the Listing Rules, the Articles of Association and these Rules:

   (i) a single operating capital of external investment projects with a value exceeding 5% and below 25% of the latest audited net assets of the Company;

   (ii) a single amount of borrowing with a value exceeding 5% and below 10% of the latest audited net assets of the Company;

(iii) other transaction matters required to be determined by the Board of the Company or to be disclosed and announced in accordance with any applicable law, regulation, regulatory documents, the listing rules of the stock exchange on which shares of the Company are listed.

Item (i) above is applicable to purchase of equity interest, stocks, shares and bonds.

10. To determine matters including external investment, acquisition and disposal of assets, pledge of assets, external guarantees, designated financial management and connected transactions of the Company, etc, in accordance with any applicable law, regulation, the Listing Rules, the Articles of Association and these Rules and within the authorization of the General Meeting;

11. To determine the establishment of the Company's internal management structure;

12. To appoint or remove the general manager, secretary to the Board of the Company, and to appoint or remove the deputy general manager, chief financial officer and other senior management of the Company upon nomination by the general manager and to decide on their remunerations, rewards and punishments;

13. To formulate the basic management system of the Company;

14. To formulate proposals for amendment to the Articles of Association;

15. To manage information disclosure of the Company;

16. To propose the appointment or removal of the Company's auditors to the General Meetings;

17. To hear the work report and inspect the work of the general manager of the Company;

18. To appoint or remove other key management personnel other than the senior management of the Company upon nomination by the general manager and to decide on their remunerations;

19. To exercise other powers conferred by any applicable law, regulation, the Listing Rules, the Articles of Association and/or these Rules and the General Meetings."

shall be amended as:

"The Board carries out the following duties and powers:

1. To convene General Meetings and report its work to the General Meetings;

2. To implement the resolutions of General Meetings;

3. To decide on the Company's business plans and investment plans;

4. To formulate the Company's plans on annual financial budgets and final accounts;

5. To formulate the Company's profit distribution plans and plans on making up losses;

6. To formulate the proposals for increase or decrease of the registered capital, issue of bonds or other securities and listing or initiative delisting of the Company;

7. To formulate plans for material acquisition by the Company, acquisition of the Company's stock, merger, division, dissolution and alteration of corporate form of the Company;

8. To resolve on external guarantees other than those requiring approval by the General Meeting, in accordance with any applicable law and regulation, securities listing rules of the stock exchange on which the Company's shares are listed (the "**Listing Rules**"), the Articles of Association and/or these Rules;

9. To determine the matters about transactions of the Company which meet one of the following criteria (except connected transactions, to which the Rules for Connected Transactions of Xinhua Winshare Publishing and Media Co., Ltd. (《新華文軒出版傳媒股份有限公司關聯交易制度》) is applicable), in accordance with any applicable law, regulation, the Listing Rules, the Articles of Association and these Rules:

   (i) a single operating capital of external investment projects with a value exceeding 5% and below 25% of the latest audited net assets of the Company;

   (ii) a single amount of borrowing with a value exceeding 5% and below 10% of the latest audited net assets of the Company;

   (iii) other transaction matters required to be determined by the Board of the Company or to be disclosed and announced in accordance with any applicable law, regulation, regulatory documents, the listing rules of the stock exchange on which shares of the Company are listed.

   Item (i) above is applicable to purchase of equity interest, stocks, shares and bonds.

10. To determine matters including external investment, acquisition and disposal of assets, pledge of assets, external guarantees, designated financial management and connected transactions of the Company, etc, in accordance with any applicable law, regulation, the Listing Rules, the Articles of Association and these Rules and within the authorization of the General Meeting;

11. To determine the establishment of the Company's internal management structure;

12. To appoint or remove the general manager, secretary to the Board of the Company, and to appoint or remove the deputy general manager, chief financial officer and other senior management of the Company upon nomination by the general manager and to decide on their remunerations, rewards and punishments;

13. To formulate the basic management system of the Company;

14. To formulate proposals for amendment to the Articles of Association;

15. To manage information disclosure of the Company;

16. To propose the appointment or removal of the Company's auditors to the General Meetings;

17. To hear the work report and inspect the work of the general manager of the Company;

18. To appoint or remove other key management personnel other than the senior management of the Company upon nomination by the general manager and to decide on their remunerations;

19. To exercise other powers conferred by any applicable law, regulation, the Listing Rules, the Articles of Association and/or these Rules and the General Meetings."

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

A. Proposed amendments to the Existing Supervisory Committee Meeting Rules are as follows:

1. Rule 5 of the Existing Supervisory Committee Meeting Rules

Original version:

"The Supervisory Committee comprises 9 Supervisors, 4 of whom are Supervisors representing the shareholders, 2 of whom are independent Supervisors (referring to those Supervisors who are independent of the Company's shareholders and do not hold any position in the Company), and 3 of whom are Supervisors representing the staff and workers of the Company. The employee representatives of the Supervisory Committee are elected by employees of the Company through the employees' representatives meeting, employees' meeting or other democratic forms."

shall be amended as:

"The Supervisory Committee comprises 6 Supervisors, 2 of whom are Supervisors representing the shareholders, 2 of whom are independent Supervisors (referring to those Supervisors who are independent of the Company's shareholders and do not hold any position in the Company), and 2 of whom are Supervisors representing the staff and workers of the Company. The Supervisors representing the staff and workers of the Company of the Supervisory Committee are elected by employees of the Company through the employees' representatives meeting, employees' meeting or other democratic forms."

2. Rule 25 of the Existing Supervisory Committee Meeting Rules

Original version:

"Resolutions and reports of the Supervisory Committee shall be passed by more than half (inclusive) of the members of the Supervisory Committee."

shall be amended as:

"Resolutions and reports of the Supervisory Committee shall be passed by more than two-thirds (inclusive) of the members of the Supervisory Committee."

B. Proposed amendments to the Supervisory Committee Meeting Rules (A Shares) are as follows:

1. Rule 5 of the Supervisory Committee Meeting Rules (A Shares)

Original version:

"The Supervisory Committee comprises 9 Supervisors, 4 of whom are shareholder's representatives, 2 of whom are independent Supervisors (referring to those Supervisors who are independent of the Company's shareholders and do not hold any position in the Company), and 3 of whom are employee representatives. The employee representatives of the Supervisory Committee are elected by employees of the Company through the employees' representatives meeting, employees' meeting or other democratic forms."

shall be amended as:

"The Supervisory Committee comprises 6 Supervisors, 2 of whom are Supervisors representing the shareholders, 2 of whom are independent Supervisors (referring to those Supervisors who are independent of the Company's shareholders and do not hold any position in the Company), and 2 of whom are Supervisors representing the staff and workers of the Company. The Supervisors representing the staff and workers of the Company of the Supervisory Committee are elected by employees of the Company through the employees' representatives meeting, employees' meeting or other democratic forms."

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 6 March 2015 (Friday) at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, 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 circular (the "**Circular**") of the Company dated 19 January 2015.*

AS ORDINARY RESOLUTIONS

"THAT

1. To consider and approve the re-election of Mr. Gong Cimin as executive Director of the Company with a term of three years commencing from the date of the EGM.

2. To consider and approve the re-election of Mr. Luo Yong as executive Director of the Company with a term of three years commencing from the date of the EGM.

3. To consider and approve the election of Mr. Yang Miao as executive Director of the Company with a term of three years commencing from the date of the EGM.

4. To consider and approve the re-election of Mr. Luo Jun as non-executive Director of the Company with a term of three years commencing from the date of the EGM.

5. To consider and approve the re-election of Mr. Zhang Peng as non-executive Director of the Company with a term of three years commencing from the date of the EGM.

6. To consider and approve the re-election of Mr. Zhao Junhuai as non-executive Director of the Company with a term of three years commencing from the date of the EGM.

7. To consider and approve the re-election of Mr. Han Liyan as independent non-executive Director of the Company with a term of three years commencing from the date of the EGM.

8. To consider and approve the re-election of Mr. Mak Wai Ho as independent non-executive Director of the Company with a term of three years commencing from the date of the EGM.

9. To consider and approve the election of Ms. Xiao Liping as independent non-executive Director of the Company with a term of three years commencing from the date of the EGM.

10. To authorize the Board to fix the remuneration and implement the terms of the service contract of each member of the Board of the fourth session.

11. To consider and approve the re-election of Mr. Xu Ping as Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of the EGM.

12. To consider and approve the re-election of Mr. Xu Yuzheng as Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of the EGM.

13. To consider and approve the re-election of Mr. Fu Daiguo as independent Supervisor of the Company with a term of three years commencing from the date of the EGM.

14. To consider and approve the election of Ms. Liu Mixia as independent Supervisor of the Company with a term of three years commencing from the date of the EGM.

15. To authorize the Board to fix the remuneration and implement the terms of the service contract of each of the Supervisors representing the Shareholders and the independent Supervisors of the Supervisory Committee of the fourth session."

AS SPECIAL RESOLUTIONS

"**THAT**

16. To approve and confirm the proposed amendments to the Existing Articles of Association (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such amendments 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 proposed amendments, comply with the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the Existing Articles of Association.

17. Subject to the completion of the A Share Issue, to approve and confirm the proposed amendments to the Articles of Association (A Shares) (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such

amendments 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 proposed amendments, comply with the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the Articles of Association (A Shares).

18. Subject to the completion of the A Share Issue, to approve and confirm the proposed amendments to the General Meeting Rules (A Shares) (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such amendments 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 proposed amendments, comply with the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the General Meeting Rules (A Shares).

19. Subject to the completion of the A Share Issue, to approve and confirm the proposed amendments to the Board Meeting Rules (A Shares) (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such amendments 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 proposed amendments, comply with the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the Board Meeting Rules (A Shares).

20. To approve and confirm the proposed amendments to the Existing Supervisory Committee Meeting Rules (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such amendments 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 proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the Existing Supervisory Committee Meeting Rules.

21. Subject to the completion of the A Share Issue, to approve and confirm the proposed amendments to the Supervisory Committee Meeting Rules (A Shares) (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such amendments 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 proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the Supervisory Committee Meeting Rules (A Shares).

22. Subject to the obtaining of approvals 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
(iii)	Number of A Shares proposed to be issued:	Not more than 98,710,000 A Shares. 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 (details of which have been set out in the circular of the Company dated 5 February 2013), 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 relevant issuing expenses) and the total amount of investment required for the investment projects, as well as the market conditions, etc.

(iv) Target persons for the issue:	Qualified participants in the price consultation process; the 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.
(v) Price determination method:	The issue price will be determined based on the results of price consultations with qualified participants in the price consultation process and the market conditions; or other price determination method as approved by the CSRC.
(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 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 the 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.

23. Subject to the passing of the above stated special resolution (22) at the EGM and the Class Meetings, the Board authorization to process the A Share Issue and the related matters be renewed in accordance with the relevant requirements of the CSRC, the Stock Exchange and Shanghai Stock Exchange. The authorization proposed to be granted to the Board shall include but not limited to the followings:

(i) To adjust and determine the matters relating to the listing of the A Shares in accordance with the relevant rules and the conditions of the securities market within the ambit granted by the Shareholders at the EGM and the Class Meetings, which include but not limited to the number of A Shares to be issued, target persons for the issue, issuing method, issuing price and the timing of commencing and terminating the issue;

(ii) Subject to the actual situation of the investment projects before the listing of the A Shares and the approvals from the competent authorities, to carry out necessary and appropriate adjustments to the projects which intended to be invested by the proceeds from the A Share Issue and approved by the Shareholders at the EGM, which include but not limited to the projects proposed to be invested, the investment amount, implementation plans and implementation methods;

(iii) To implement all procedures relating to the listing of the A Shares, which include the application of the A Share Issue to CSRC and other competent authorities, the signing of the relevant documents which include but not limited to the prospectus of the A Shares and other relevant documents;

(iv) To engage the listing intermediates and other professional parties, determine their respective engagement fees and enter into the agreements relating to the A Share Issue on behalf of the Company which include the underwriting agreement and sponsor agreement;

(v) To amend the Article of Association, the Rules of Procedures, the Internal Rules and the New Internal Rules (as defined in the circular of the Company dated 5 February 2013) subject to the completion of the A Share Issue, the results of the A Share Issue and the requirements of the relevant competent government authorities and to deal with the relevant procedures for registration of changes and filing of the Articles of Association, the registered capital and other issues with relevant authorities;

(vi) To apply and deal with the procedures for registration of changes with the registration authority and deal with the procedures for registration, settlement and lock-up procedures with the share registration authority or clearing authority of the Company subject to the results of the A Share Issue;

(vii) Other matters relating to the A Share Issue; and

(viii) To delegate the above authorizations to authorised Director(s).

The authorization granted under this special resolution shall be effective for a period of 12 months from the date of approval by the EGM and the Class Meetings."

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

Sichuan, the PRC, 19 January 2015

Notes:

1. The register of members of the Company will be closed from 4 February 2015 to 6 March 2015 (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 3 February 2015.

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 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 they so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the EGM.

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 Domestic Shares of the Company) on or before 13 February 2015.

6. The EGM is expected to take approximately 30 minutes. 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 Dadao, Cheng Bei, Chengdu, Sichuan, the PRC (Postal code: 610081).

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 Liyan, Mr. Mo Shixing and Mr. Mak Wai Ho as independent non-executive Directors.

* *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)

NOTICE OF DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a domestic share class meeting (the "**Domestic Share Class Meeting**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10:00 a.m. on 6 March 2015 (Friday) (or immediately after the EGM) at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, 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 circular (the "**Circular**") of the Company dated 19 January 2015.*

AS SPECIAL RESOLUTIONS

"**THAT**

1. Subject to the obtaining of approvals 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

(iii)	Number of A Shares proposed to be issued:	Not more than 98,710,000 A Shares. 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 (details of which have been set out in the circular of the Company dated 5 February 2013), 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 relevant issuing expenses) and the total amount of investment required for the investment projects, as well as the market conditions, etc.
(iv)	Target persons for the issue:	Qualified participants in the price consultation process; the 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.
(v)	Price determination method:	The issue price will be determined based on the results of price consultations with qualified participants in the price consultation process and the market conditions; or other price determination method as approved by the CSRC.

(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 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 the 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, the Board authorization to process the A Share Issue and the related matters be renewed in accordance with the relevant requirements of the CSRC, the Stock Exchange and Shanghai Stock Exchange. The authorization proposed to be granted to the Board shall include but not limited to the followings:

   (i) To adjust and determine the matters relating to the listing of the A Shares in accordance with the relevant rules and the conditions of the securities market within the ambit granted by the Shareholders at the EGM and the Class Meetings, which include but not limited to the number of A Shares to be issued, target persons for the issue, issuing method, issuing price and the timing of commencing and terminating the issue;

   (ii) Subject to the actual situation of the investment projects before the listing of the A Shares and the approvals from the competent authorities, to carry out necessary and appropriate adjustments to the projects which intended to be invested by the proceeds from the A Share Issue and approved by the Shareholders at the EGM, which include but not limited to the projects proposed to be invested, the investment amount, implementation plans and implementation methods;

   (iii) To implement all procedures relating to the listing of the A Shares, which include the application of the A Share Issue to CSRC and other competent authorities, the signing of the relevant documents which include but not limited to the prospectus of the A Shares and other relevant documents;

   (iv) To engage the listing intermediates and other professional parties, determine their respective engagement fees and enter into the agreements relating to the A Share Issue on behalf of the Company which include the underwriting agreement and sponsor agreement;

   (v) To amend the Article of Association, the Rules of Procedures, the Internal Rules and the New Internal Rules (as defined in the circular of the Company dated 5 February 2013) subject to the completion of the A Share Issue, the results of the A Share Issue and the requirements of the relevant competent government authorities and to deal with the relevant procedures for registration of changes and filing of the Articles of Association, the registered capital and other issues with relevant authorities;

   (vi) To apply and deal with the procedures for registration of changes with the registration authority and deal with the procedures for registration, settlement and lock-up procedures with the share registration authority or clearing authority of the Company subject to the results of the A Share Issue;

(vii) Other matters relating to the A Share Issue; and

(viii) To delegate the above authorizations to authorised Director(s).

The authorization granted under this special resolution shall be effective for a period of 12 months from the date of approval by the EGM and the Class Meetings."

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

Sichuan, the PRC, 19 January 2015

Notes:

1. The register of members of the Company will be closed from 4 February 2015 to 6 March 2015 (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 Domestic Share Class Meeting, all transfer documents accompanied by the relevant share certificates must be delivered to the head office in the PRC of the Company no later than 4:30 p.m. on 3 February 2015.

2. Shareholders who are entitled to attend and vote at the Domestic Share 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 post to the head office in the PRC of the Company not less than 24 hours before the time for holding the Domestic Share Class Meeting 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 Domestic Share Class Meeting or any adjourned meetings should they so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the Domestic Shares Class Meeting.

5. Shareholders who intend to attend the Domestic Shares Class Meeting should complete the reply slip and return it by hand or by post to the head office in the PRC of the Company on or before 13 February 2015.

6. The Domestic Share Class Meeting is expected to take approximately 15 minutes. Shareholders attending the Domestic Share Class Meeting 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 Dadao, Cheng Bei, Chengdu, Sichuan, the PRC (Postal code: 610081).

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 Liyan, Mr. Mo Shixing and Mr. Mak Wai Ho as independent non-executive Directors.

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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 SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a H share class meeting (the "**H Share Class Meeting**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10:15 a.m. on 6 March 2015 (Friday) (or immediately after the Domestic Share Class Meeting) at Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, 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 circular (the "**Circular**") of the Company dated 19 January 2015.*

AS SPECIAL RESOLUTIONS

"**THAT**

1. Subject to the obtaining of approvals 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

(iii)	Number of A Shares proposed to be issued:	Not more than 98,710,000 A Shares. 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 (details of which have been set out in the circular of the Company dated 5 February 2013), 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 relevant issuing expenses) and the total amount of investment required for the investment projects, as well as the market conditions, etc.
(iv)	Target persons for the issue:	Qualified participants in the price consultation process; the 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.
(v)	Price determination method:	The issue price will be determined based on the results of price consultations with qualified participants in the price consultation process and the market conditions; or other price determination method as approved by the CSRC.

(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 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 the 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, the Board authorization to process the A Share Issue and the related matters be renewed in accordance with the relevant requirements of the CSRC, the Stock Exchange and Shanghai Stock Exchange. The authorization proposed to be granted to the Board shall include but not limited to the followings:

(i) To adjust and determine the matters relating to the listing of the A Shares in accordance with the relevant rules and the conditions of the securities market within the ambit granted by the Shareholders at the EGM and the Class Meetings, which include but not limited to the number of A Shares to be issued, target persons for the issue, issuing method, issuing price and the timing of commencing and terminating the issue;

(ii) Subject to the actual situation of the investment projects before the listing of the A Shares and the approvals from the competent authorities, to carry out necessary and appropriate adjustments to the projects which intended to be invested by the proceeds from the A Share Issue and approved by the Shareholders at the EGM, which include but not limited to the projects proposed to be invested, the investment amount, implementation plans and implementation methods;

(iii) To implement all procedures relating to the listing of the A Shares, which include the application of the A Share Issue to CSRC and other competent authorities, the signing of the relevant documents which include but not limited to the prospectus of the A Shares and other relevant documents;

(iv) To engage the listing intermediates and other professional parties, determine their respective engagement fees and enter into the agreements relating to the A Share Issue on behalf of the Company which include the underwriting agreement and sponsor agreement;

(v) To amend the Article of Association, the Rules of Procedures, the Internal Rules and the New Internal Rules (as defined in the circular of the Company dated 5 February 2013) subject to the completion of the A Share Issue, the results of the A Share Issue and the requirements of the relevant competent government authorities and to deal with the relevant procedures for registration of changes and filing of the Articles of Association, the registered capital and other issues with relevant authorities;

(vi) To apply and deal with the procedures for registration of changes with the registration authority and deal with the procedures for registration, settlement and lock-up procedures with the share registration authority or clearing authority of the Company subject to the results of the A Share Issue;

(vii) Other matters relating to the A Share Issue; and

(viii) To delegate the above authorizations to authorised Director(s).

The authorization granted under this special resolution shall be effective for a period of 12 months from the date of approval by the EGM and the Class Meetings."

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

Sichuan, the PRC, 19 January 2015

Notes:

1. The register of members of the Company will be closed from 4 February 2015 to 6 March 2015 (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 Share 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 3 February 2015.

2. Shareholders who are entitled to attend and vote at the H Share 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share 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 Share Class Meeting or any adjourned meetings should they so wish.

4. Shareholders or their proxies shall produce identity documents when attending the H Share 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 13 February 2015.

6. The H Share Class Meeting is expected to take approximately 15 minutes. Shareholders attending the H Share Class Meeting shall be responsible for their own travel and accommodation expenses.

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 Liyan, Mr. Mo Shixing and Mr. Mak Wai Ho as independent non-executive Directors.

* *For identification purposes only*