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## 新華文軒出版傳媒股份有限公司

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.\*

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 811)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”) will be held at 9:30 a.m. on 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:

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|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (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. |

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| (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.                                                                                                                               |

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| (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