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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 BOARD MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) hereby announces that a meeting of the Board will be held on Tuesday, 10 March 2015 at 9:30 a.m. at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) for the purposes of, among other matters, considering and approving the annual results of the Company and its subsidiaries for the year ended 31 December 2014 and its publication and considering the payment of a final dividend, if any.

By order of the Board

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

Gong Cimin

Chairman

Sichuan, PRC, 26 February 2015

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*