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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 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 annual general meeting (the “**AGM**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 13 May 2015 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolution(s):

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board of Directors (the “**Board**”) of the Company for the year ended 31 December 2014.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014.
3. To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2014.
4. To consider and approve the Company's profit distribution plan and declaration of a final dividend for the year ended 31 December 2014.
5. To consider and approve the remuneration of Directors and supervisors of the Company for the year ended 31 December 2014.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. (special general partnership) as the international and PRC auditors of the Company for the year 2015 respectively with a term ending at the conclusion of the next annual general meeting of the Company after the AGM, and to authorise the Board to fix their remunerations.

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

Gong Ciman
Chairman

Sichuan, the PRC, 27 March 2015

* *For identification purposes only*

Notes:

1. The register of members of the Company will be closed from 13 April 2015 to 13 May 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 AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares Registrar, 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 of the Company in the PRC (for holders of Domestic Shares of the Company) for registration on or before 4:30 p.m. on 10 April 2015.
2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the proxy form must be deposited by hand or by post, for the holders of H Shares of the Company, to the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares of the Company, to the head office of the Company in the PRC not less than 24 hours before the time for holding the AGM or any adjournment thereof 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 AGM or any adjournment thereof should you so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.
5. Shareholders who intend to attend the AGM shall complete the reply slip and return it by hand or by post to the Company's H Shares Registrar (for holders of H Shares of the Company) or to the head office of the Company in the PRC (for holders of the Domestic Shares of the Company) on or before 23 April 2015.
6. The AGM is expected to last for less than half a day. Shareholders attending the AGM shall be responsible for their own traveling and accommodation expenses.
7. The head office of the Company in the PRC is as follows: No. 6 Wenxuan Road, Shang Mao Dadao, Cheng Bei, Chengdu, Sichuan 610081, the PRC.

As at the date of this notice, the Board comprises (a) Mr. Gong Cimin, Mr. Luo Yong and Mr. Yang Miao as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Han Liyan, Mr. Mak Wai Ho and Ms. Xiao Liping as independent non-executive Directors.