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)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular.

The notice for convening the extraordinary general meeting (the "**EGM**") of the Company to be held at 9:30 a.m. on 29 December 2015 (Tuesday) at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the meeting 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 (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 or any adjournment thereof should you so wish.

* *For identification purposes only*

13 November 2015

CONTENTS

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

"Announcement"	the announcement of the Company dated 12 November 2015 in respect of, inter alia, the proposed appointment of executive Director
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"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
"Company Law"	the Company Law of the PRC (《中華人民共和國公司法》) as enacted by the Standing Committee of the Eighth National People's Congress of the PRC on 29 December 1993
"Directors"	the directors of the Company
"Domestic Share(s)"	ordinary shares 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
"EGM"	the extraordinary general meeting of the Company to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC at 9:30 a.m. on 29 December 2015 (Tuesday) for, among others, the independent Shareholders to consider and, if thought fit, approve the appointment of executive Director
"EGM Notice"	the notice convening the EGM of the Company set out of pages 7 to 8
"Group"	the Company and its subsidiaries

"H Share(s)"	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, all of which are listed on the Main Board of the Stock Exchange
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
"Share(s)"	Domestic Shares and H Shares
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

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Executive Directors:
Mr. Gong Cimin *(Chairman)*
Mr. Luo Yong
Mr. Yang Miao

Non-Executive Directors:
Mr. Luo Jun
Mr. Zhang Peng
Mr. Zhao Junhuai

Independent Non-executive Directors:
Mr. Mak Wai Ho
Mr. Han Liyan
Ms. Xiao Liping

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

13 November 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide you with (i) information regarding the ordinary resolution to be proposed at the EGM to approve the appointment of Mr. He Zhiyong as executive Director; and (ii) the EGM Notice.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 12 November 2015 in relation to, among other things, the resignation of Mr. Gong Cimin as executive Director and Chairman. As nominated by the Nomination Committee and considered by the Board, the Board proposed to appoint of Mr. He Zhiyong ("**Mr. He**") as an executive Director. Biographical details of Mr. He are set out as follows:

He Zhiyong, aged 55, currently president and party committee member of Sichuan Xinhua Publishing Group Co., Ltd.* (四川新華發行集團有限公司) ("**Sichuan Xinhua Publishing Group**"). Mr. He served as lecturer, head of teaching research section, associate professor and deputy department head of the Economic and Trade Department at Southwestern University of Finance and Economics from April 1986 to February 1994; vice president, executive vice president at Southwestern University of Finance and Economics Press, and professor at Southwestern University of Finance and Economics from February 1994 to May 2000; deputy head and party leadership group member of Sichuan Provincial Press and Publication (Copyright) Bureau from May 2000 to November 2003; editor-in-chief and deputy head of the management committee of Sichuan Publication Group from November 2003 to September 2005; party secretary and head of the management committee of Sichuan Periodical Press Group from September 2005 to September 2015; and has been the president and party committee member of Sichuan Xinhua Publishing Group since September 2015. Mr. He was named the "Middle-aged and Young Expert with Outstanding Contributions to the National Press and Publication Industry" (全國新聞出版業有突出貢獻中青年專家) and "Academic and Technology Leader of Sichuan Province" (四川省學術和技術帶頭人). Mr. He holds a doctorate degree in Economics from Southwestern University of Finance and Economics and enjoys special government subsidy granted by the State Council.

Saved as disclosed above, Mr. He confirms that (i) he did not hold any position in the Group nor any other directorship in any other listed public companies in the last three years; (ii) he has no relationship with any Directors, supervisors, senior management or substantial Shareholders or controlling Shareholders of the Company; and (iii) he has not held any interests in the Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, the Company considers that there is no information which is discloseable nor is or was Mr. He involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

The appointment of Mr. He as an executive Director shall be effective upon the Shareholders' approval at the EGM. The term of office of Mr. He shall commence from the date of the EGM to the expiration of the term of office of the current Board. Mr. Gong shall officially retire from the office of executive Director, Chairman and legal representative of the Company upon passing of the resolution regarding the appointment of Mr. He at the EGM by the Shareholders.

Mr. He will enter into a service contract with the Company. The amount of emoluments payable to Mr. He and the terms of the service contract will be determined by the Board under the authority granted by the Shareholders at the EGM and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

EGM

The EGM will be held at 9:30 a.m. on 29 December 2015 (Tuesday) at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC, for, among other things, the Shareholders to consider and, if thought fit, approve the appointment of Mr. He Zhiyong as an executive Director.

The EGM Notice is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders 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 for holders 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 (or any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM 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 set out in the EGM Notice at the EGM shall be taken by way of poll pursuant to Article 78 of the 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.

RECOMMENDATIONS

The Directors are of the opinion that the appointment of Mr. He as an executive Director is in the interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of
Xinhua Winshare Publishing and Media Co., Ltd.*
Gong Cimin
Chairman

* *For identification purposes only*

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 9:30 a.m. on 29 December 2015 (Tuesday) 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:

AS ORDINARY RESOLUTION

1. To consider and approve the election of Mr. He Zhiyong as an executive Director of the Company with immediate effect from the conclusion of the EGM to the expiry of the term of the Board of this session, and authorise the Board to determine his remuneration and implement the terms of the service contract.

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

Sichuan, the PRC

13 November 2015

* *For identification purposes only*

Notes:

1. The register of members of the Company will be closed from 30 November 2015 to 29 December 2015 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify to attend and vote at the EGM, 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) or the head office of the Company in the PRC (for holders of Domestic Shares) for registration not later than 4:30 p.m. on 27 November 2015.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. 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, 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, and for the holders of Domestic Shares, to the head office of the Company in the PRC not less than 24 hours before the time for holding the EGM 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 EGM or any adjournment thereof should you so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the EGM. Should a proxy be appointed, the proxy shall also present the proxy form.

5. Shareholders who intend to attend the EGM 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) or to the head office of the Company in the PRC (for holders of the Domestic Shares) not later than 4:30 p.m. on 9 December 2015.

6. The EGM is expected to last for less than one day. Shareholders or their proxies attending the EGM 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.