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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 10:30 a.m. on Thursday, 18 February 2016 at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 21 January 2014.

AS SPECIAL RESOLUTIONS

“THAT

1. Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, the extension of 12 months from the date of approval by the EGM and the Class Meetings for the issue of A Shares by the Company and each of the terms and conditions of the proposed A Share Issue proposal approved at the extraordinary general meeting and class meetings dated 7 March 2014 be approved and confirmed.
2. The Board authorisation to process the A Share Issue and the related matters be renewed in accordance with the relevant requirements of the CSRC, Hong Kong Stock Exchange and Shanghai Stock Exchange. The authorisation proposed to be granted to the Board shall include but not limited to the followings:
 - (a) To adjust and determine the matters relating to the listing of the A Shares in accordance with the relevant rules and the actual conditions of the securities market within the ambit granted by the Shareholders at the EGM, which include but not limited to the number of A Shares to be issued, target person for the issue, issuing method, issue price and the timing of commencing and terminating the issue;
 - (b) 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;
 - (c) 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;
 - (d) To engage the listing intermediates and other professional parties, determine their engagement fees and entered into the agreements relating to the A Share Issue on behalf of the Company which include the underwriting agreement and sponsor agreement;

- (e) To amend the Articles of Association, the Rules of Procedure, the Internal Rules and the New Internal Rules 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 relevant procedures for registration of changes and filing of the Articles of Association, the registered capital and other issues with relevant authorities;
- (f) 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 with the share registration and clearing authority of the Company subject to the results of the A Share Issue;
- (g) Other matters relating to the A Share Issue; and
- (h) To delegate the above authorisations to authorized Director(s).

The authorisation granted under this special resolution shall be effective for a period of 12 months from the date of approval by the EGM.

For and on behalf of
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
He Zhiyong
Chairman

Sichuan, the PRC, 5 January 2016

Notes:

1. The register of members of the Company will be closed from 19 January 2016 to 18 February 2016 (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 18 January 2016.
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 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 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) by 4:30 p.m. on or before 27 January 2016.
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, Cheng Bei Shang Mao Avenue, Jinniu District, Chengdu, Sichuan 610081 The PRC.

As at the date of this notice, the Board comprises (a) Mr. He Zhiyong, 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.

* *For identification purposes only*