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 H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting ("**H Shares Class Meeting**") for holders of H Shares ("**H Shares**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 11:15 a.m. (or immediately after the Domestic Shares Class Meeting) 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 resolution:

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 RESOLUTION

"**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.

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 H Shares Class Meeting, 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 no later than 4:30 p.m. on 18 January 2016.

2. Shareholders who are entitled to attend and vote at the H Shares Class Meeting 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 identity documents when attending the H Shares Class Meeting.

5. Shareholders who intend to attend the H Shares Class Meeting should complete the reply slip and return it by hand or by post to the H share registrar of the Company by 4:30 p.m. on or before 27 January 2016.

6. The H Shares Class Meeting is expected to take approximately 15 minutes. Shareholders attending the H Shares Class Meeting 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 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. Mak Wai Ho and Ms. Xiao Liping as independent non-executive Directors.

* *For identification purposes only*