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 DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the "**Domestic Shares Class Meeting**") for holders of domestic shares (the "**Domestic Shares**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10:30 a.m. on Wednesday, 22 June 2016 (or immediately after the EGM) at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China ("**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 meanings as those defined in the announcement of the Company dated 29 April 2016.

AS A SPECIAL RESOLUTION

"**THAT**

1. To consider and approve tentatively no distribution of any profit of the Company according to the profit distribution plan for the year ended 31 December 2015 and tentatively no declaration of final dividend for the year ended 31 December 2015."

By Order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
He Zhiyong
Chairman

Sichuan, the PRC, 6 May 2016

* *For identification purpose only*

Notes:

1. The register of members of the Company will be closed from 23 May 2016 to 22 June 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 Domestic Shares Class Meeting, all transfer documents accompanied by the relevant share certificates must be delivered to the head office in the PRC of the Company for registration no later than 4:30 p.m. on 20 May 2016.

2. Shareholders who are entitled to attend and vote at the Domestic 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 post to the head office in the PRC of the Company not less than 24 hours before the time for holding the Domestic Shares Class Meeting or any adjourned meetings 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 Domestic Shares Class Meeting or any adjourned meetings should they so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the Domestic Shares Class Meeting.

5. Shareholders who intend to attend the Domestic Shares Class Meeting should complete the reply slip and return it by hand or by post to the head office in the PRC of the Company no later than 4:30 p.m. on 1 June 2016.

6. The Domestic Shares Class Meeting is expected to take approximately 15 minutes. Shareholders attending the Domestic 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, Shang Mao Avenue, Rong Bei, Jinniu District, Chengdu, Sichuan, the PRC (Postal code: 610081).

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. Chan Yuk Tong and Ms. Xiao Liping as independent non-executive Directors.