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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: 00811)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of 新華文軒出版傳媒股份有限公司 Xinhua Winshare Publishing and Media Co., Ltd.* (the “Company”) will be held at 9:30 a.m. on Thursday, 29 September 2011 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 resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the articles of association of the Company (details of which are set out in the section headed “Proposed Amendments to the Articles of Association” of the “Letter from the Board” of the circular despatched to shareholders of the Company on or before 11 August 2011) and to authorise any one director or secretary to the board of directors of the Company to deal with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.
2. To consider and approve the proposed amendments to the rules of procedure for the meetings of the Board (the “Board Meeting Rules”) of the Company (details of which are set out in the section headed “Proposed Amendments to the Board Meeting Rules of the “Letter from the Board” of the circular despatched to shareholders of the Company on or before 11 August 2011) and to authorise any one director or secretary to the board of directors of the Company to deal with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Board Meeting Rules.

ORDINARY RESOLUTIONS

3. To consider and approve the re-election of Mr. Gong Cimin as executive director of the Company.
4. To consider and approve the re-election of Mr. Zhao Miao as executive director of the Company.
5. To consider and approve the election of Mr. Luo Yong as executive director of the Company.

6. To consider and approve the re-election of Mr. Zhang Chengxing as non-executive director of the Company.
7. To consider and approve the re-election of Mr. Luo Jun as non-executive director of the Company.
8. To consider and approve the re-election of Mr. Zhao Junhuai as non-executive director of the Company.
9. To consider and approve the re-election of Mr. Han Xiaoming as independent non-executive director of the Company.
10. To consider and approve the election of Mr. Han Liyan as independent non-executive director of the Company.
11. To consider and approve the re-election of Mr. Chan Yuk Tong as independent non-executive director of the Company.
12. To consider and approve the election of Mr. Xu Ping as supervisor of the Company.
13. To consider and approve the re-election of Mr. Xu Yuzheng as supervisor of the Company.
14. To consider and approve the re-election of Mr. Li Kun as supervisor of the Company.
15. To consider and approve the election of Ms. Tan Wei as supervisor of the Company.
16. To consider and approve the re-election of Mr. Li Guangwei as independent supervisor of the Company.
17. To consider and approve the re-election of Mr. Fu Daiguo as independent supervisor of the Company.
18. To authorise the board of directors of the Company to fix the remuneration of the members of the board of directors and supervisory committee of the Company in the third session.

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

Sichuan, the PRC, 11 August 2011

Notes:

1. The register of members of the Company will be closed from 30 August 2011 to 29 September 2011 (both dates 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 certificate(s) must be lodged with the Company's H share 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), no later than 4:30 p.m. on 29 August 2011.
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 share 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, to the head office of the Company in the PRC not less than 24 hours before the time for holding the EGM 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 adjourned meetings should you 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 Company's H share registrar (for holders of H Shares) or to the head office of the Company in the PRC (for holders of the Domestic Shares) on or before 9 September 2011.
6. The EGM is expected to take around 60 minutes. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
7. The head office of the Company in the PRC is as follows:

No. 6 Wenxuan Road
Shang Mao Avenue, Cheng Bei
Chengdu, Sichuan 610081
The PRC

As at the date of this notice, the Board of the Company comprises (a) Mr. Gong Cimin and Mr. Zhang Bangkai as executive directors; (b) Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Zhang Chengxing, Mr. Li Jiawei, Mr. Luo Jun, Mr. Zhao Junhuai, Mr. Wu Qiang and Mr. Zhao Miao as non-executive directors; and (c) Mr. Chan Yuk Tong, Mr. Han Xiaoming and Mr. Cheng Sanguo as independent non-executive directors.

* *For identification purposes only*