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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: 00811)

NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting (the “AGM”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “Company”) will be held at 9:30 a.m. on 17 May 2012 (Thursday) 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(s):

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 March 2012 in relation to the Disposal of 28.5% equity interest in Chengdu Xinhui.

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2011.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2011.
4. To consider and approve the Company's profit distribution plan and declaration of a final dividend and a special dividend for the year ended 31 December 2011.
5. To consider and approve the remuneration of Directors and supervisors of the Company for the year ended 31 December 2011.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. as the international and PRC auditors of the Company for the year 2012 respectively and to authorize the Board to fix the remunerations of the international and PRC auditors of the Company.
7. To approve and confirm the Agreement (a copy of which has been produced to the AGM marked “1” and signed by the chairman of the AGM for the purpose of identification), and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof.

8. To approve, ratify and confirm the authorization to any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Agreement, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Agreement they may in their discretion consider to be desirable and in the interests of the Company and Shareholders as a whole and all the Directors' acts as aforesaid.

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

Sichuan, PRC
30 March 2012

Notes:

1. The register of members of the Company will be closed from 17 April 2012 to 17 May 2012 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify to attend and vote at the AGM, 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 16 April 2012.
2. Shareholders who are entitled to attend and vote at the AGM 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 AGM 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 AGM or any adjournment thereof should you so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.
5. Shareholders who intend to attend the AGM 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 26 April 2012.
6. The AGM is expected to last for less than one day. Shareholders or their proxies attending the AGM 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. Zhao Miao and Mr. Luo Yong as executive Directors; (b) Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Han Xiaoming, Mr. Chan Yuk Tong and Mr. Han Liyan as independent non-executive Directors.

* For identification purposes only