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**WINSHARE**

**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**

Reference is made to the announcements of 新華文軒出版傳媒股份有限公司 (Xinhua Winshare Publishing and Media Co., Ltd.\*) (the “**Company**”) dated 6 April 2011 and dated 25 May 2011 in relation to, among other things, the proposed change of auditors.

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the Company will be held at 9:30 a.m. on Wednesday, 13 July 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 resolution:

### **ORDINARY RESOLUTION**

1. To consider and approve the appointment of Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu as the auditors of the Company for the year 2011 undertaking the role of PRC auditor and international auditor respectively and to authorize the Board to fix their remunerations.

By Order of the Board

**XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.\***

**Gong Cimin**

*Chairman*

Sichuan, the PRC, 27 May 2011

\* *For identification purposes only*

*Notes:*

1. The register of members of the Company will be closed from 13 June 2011 to 13 July 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 10 June 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 23 June 2011.
6. The EGM is expected to take 20 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.*