WIN SHARE

四川新華文軒連鎖股份有限公司
SICHUAN XINHUA WINSHARE CHAINSTORE CO.,LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 811)

Announcement
Reorganization of Controlling Shareholder

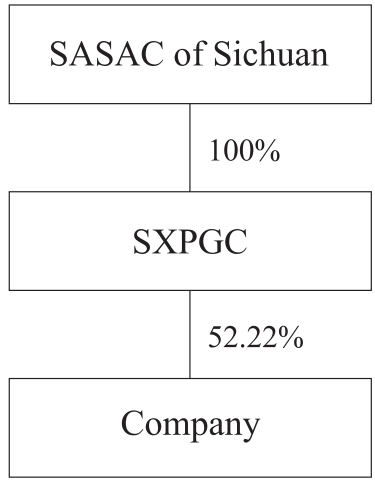
The Company announces that its controlling shareholder, SXPGC, has become a wholly-owned subsidiary of Sichuan Development as a result of the implementation of the reorganization plan of certain state-owned enterprises conducted by SASAC of Sichuan as directed by Sichuan Provincial Government. Accordingly, Sichuan Development, which is wholly-owned and controlled by SASAC of Sichuan, has become the ultimate controlling shareholder of the Company. Sichuan Development and SXPGC both are wholly-owned, regulated and controlled by SPG and are members of a concert group for the purpose of the Takeovers Code.

A waiver has been granted by the Executive on Sichuan Development's obligation to make a general offer pursuant to Rule 26.1 of the Takeovers Code in respect of the aforesaid change of the controlling shareholder of the Company.

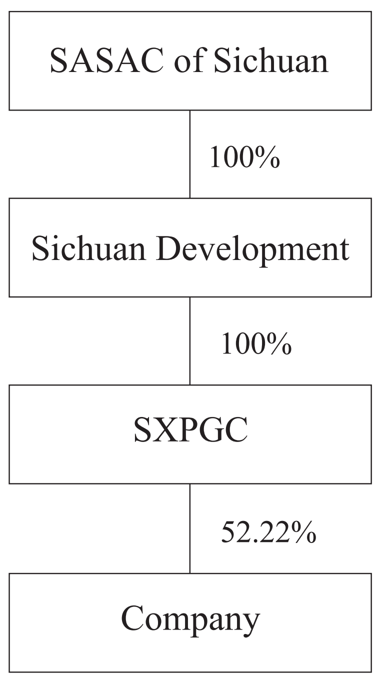
This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Company was informed by its controlling shareholder, SXPGC, that as a result of the implementation of the reorganization plan of certain state-owned enterprises conducted by SASAC of Sichuan as directed by Sichuan Provincial Government, SXPGC has become a wholly-owned subsidiary of Sichuan Development, which is in turn wholly-owned and controlled by SASAC of Sichuan.

Before the equity transfer



After the equity transfer



As a result of the above-mentioned changes, Sichuan Development has become an ultimate controlling shareholder of the Company. As Sichuan Development and SXPGC both are wholly-owned, regulated and controlled by SPG and are members of a concert group for the purpose of the Takeovers Code, there is no material change in the control of the Company.

The introduction of Sichuan Development between SASAC of Sichuan and SXPGC as an ultimate controlling shareholder of the Company may lead to an obligation under Rule 26.1 of the Takeovers code for Sichuan Development to make a general offer to the other holders of the shares in the capital of the Company. On 20 October 2009, the Executive granted a waiver of the obligation on Sichuan Development to make a general offer under Rule 26.1 of the Takeovers Code on the grounds that Sichuan Development and SXPGC are analogous to members of a group of companies for the purpose of note 6(a) to Rule 26.1 of the Takeovers Code.

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

DEFINITIONS

"Board"	the board of Directors
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Company"	四川新華文軒連鎖股份有限公司 (Sichuan Xinhua Winshare Chainstore Co., Ltd.*), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Domestic Shares"	ordinary shares in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in RMB by PRC nationals and/or PRC incorporated entities
"Executive"	The Executive Director of the Corporate Finance Division of the Securities and Futures Commission
"Group"	the Company and its subsidiaries
"H Shares"	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China (for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region of the People's Republic of China and Taiwan)

"SASAC of Sichuan"	四川省政府國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government of the PRC)
"Shares"	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising both Domestic Shares and H Shares
"Shareholder(s)"	holder(s) of the Shares
"Sichuan Development"	四川發展(控股)有限責任公司, a state-owned company established in the PRC and wholly-owned and directly controlled by SASAC of Sichuan, as a holding company platform for the reorganization plan of the state-owned assets of Sichuan Provincial Government of PRC
"SPG"	The Sichuan Provincial Government of PRC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"SXPGC"	四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*), a wholly state-owned company established in the PRC, and a promoter and controlling shareholder of the Company. SXPGC is a connected person of the Company under the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers
"%"	per cent

By order of the Board
SICHUAN XINHUA WINSHARE CHAINSTORE CO., LTD.
Gong Cimin
Chairman

Sichuan, PRC, 27 October 2009

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

* *For identification purpose only*