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)

RESIGNATION OF SUPERVISORS AND PROPOSED ELECTION OF SUPERVISORS

The Board announces that Mr. Peng Xianyi and Ms. Dai Wen have applied to resign as Supervisors of the Company and members of the Supervisory Committee due to work change.

Mr. Li Kun and Mr. Ma Chuan are proposed for election as Supervisors at the EGM.

INTRODUCTION

The purpose of this announcement is to provide you with the information, amongst others, in respect of (i) resignation of supervisors ("**Supervisors**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**"); and (ii) proposal for election of Supervisors.

RESIGNATION OF SUPERVISORS

The board (the "Board") of directors of the Company announces that Mr. Peng Xianyi (彭先毅) ("**Mr. Peng**") and Ms. Dai Wen (戴文) ("**Ms. Dai**") have applied to resign as Supervisors and members of the Supervisory Committee of the Company (the "**Supervisory Committee**") due to work change. In accordance with Clauses 124 and 125 of the Articles of Association, the term of office of a Supervisor shall be three years, and the appointment of the shareholders' representative Supervisors shall require the approval of the shareholders of the Company ("**Shareholders**") at the general meeting.

Both Mr. Peng and Ms. Dai confirmed that, as at the date of this announcement, they have no disagreement with the Supervisory Committee and there is no other matter in relation to their resignations that needs to be brought to the attention of the Shareholders. The resignation of Mr. Peng and Ms. Dai will take effect after approvals by the Shareholders for the appointment of two new Supervisors are obtained at the extraordinary general meeting (the "**EGM**") of the Company to be held at 9:30 a.m. on Tuesday 18 January 2011 at Chengdu Hejiangting Hanwen Hotel, 138 Bingjiang Donglu, Chengdu, Sichuan, the PRC.

The Supervisory Committee wishes to take this opportunity to express sincere appreciation to Mr. Peng and Ms. Dai and for their invaluable contributions to the Company during their terms of office.

PROPOSED ELECTION OF SUPERVISORS

Mr. Li Kun (李昆) ("**Mr. Li**") and Mr. Ma Chuan (馬川) ("**Mr. Ma**") are nominated by the Supervisory Committee as candidates for election as the Supervisors. The appointments of Mr. Li and Mr. Ma are subject to the approvals of the Shareholders at the EGM. Biographical details of the aforesaid candidates for Supervisors are as follows:

Mr. Li, aged 39, is an accountant with more than 17 years' experience in financial accounting. Mr. Li graduated from South Western University of Finance and Economics with a Bachelor degree in Economics. During the period from July 1993 to November 2010, Mr. Li was the deputy supervisor and supervisor of the accounting centre of the finance planning department of Sichuan Daily* (四川日報), integrated management officer of the finance department and deputy supervisor of group's business development department of Sichuan Daily Press Group* (四川日報報業集團) (also the deputy general manager of Huaxi Daily Press* (華西都市報)), general manager of Sichuan Xin Wen Material Trading Company Limited Company* (四川欣聞物資貿易有限責任公司) and the supervisor of the finance department, assistant to the general manager (also the deputy supervisor, general deputy manager of Huaxi Daily Press' Committee and the chairman of Consumer Quality Press* (消費質量報社)), and the director of the group general manager's office of Sichuan Daily Press Group* (四川日報報業集團). In November 2010, Mr. Li was appointed as the assistant to the general manager and the supervisor of the finance department of Sichuan Daily Press Group.

Mr. Ma, aged 35, is the general manager of Chengdu Xin Hui Industrial Co., Ltd.* (成都鑫匯實業有限公司), a non-wholly owned subsidiary of the Company. Mr. Ma currently holds 2% of the equity interest in and is the deputy director of Chengdu Hua Sheng Group Industrial Company Limited* (成都市華盛（集團）實業有限公司), a promoter of the Company. Mr. Ma graduated with a major in Business Administration from South Western University of Finance and Economics in 1997. In 2002, Mr. Ma obtained a MBA degree from the University of La Verne, California, USA. Mr. Ma has more than 13 years' experience in corporate management. During the period from September 1997 to June 2005, Mr. Ma was the manager of the marketing department of Shenzhen Ju You Group* (聚友集團) and the finance director of the Los Angeles Branch of Shenzhen Ju You Group.

Subject to the approvals for appointment of Mr. Li and Mr. Ma at the EGM, they will respectively enter into a service contract with the Company and before that they will not receive any remuneration or bonus payments from the Company.

The term of office of Mr. Li and Mr. Ma will be commenced on the date on which approvals for each of their appointments by the Shareholders are obtained at the EGM and shall last until the expiry of the relevant session of the Supervisory Committee. Save as disclosed above, both Mr. Li and Mr. Ma did not hold any other directorships in other listed public companies in the past three years and they (i) are not related to any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) did not have any interest or deemed interest in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any other position with the Company or other members of the Group.

Save as disclosed herein, both Mr. Li and Mr. Ma have confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the appointments of each of them that is required to be disclosed pursuant to Rule 13.51 (2) (h) to (v) of the Listing Rules.

The notice of EGM which will be published as soon as possible.

By the Order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
You Zugang
Company Secretary

Sichuan, PRC, 1 December 2010

As at the date of this announcement, the board of directors of the Company comprises (a) Mr. Gong Cimin and Mr. Zhang Bangkai as executive directors; (b) Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Li Jiawei, Mr. Luo Jun, Mr. Wu Qiang, Mr. Zhang Chengxing, 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 purposes only*