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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: 811)

CLARIFICATION ANNOUNCEMENT PROXY FORM

Reference is made to the circular (the “Circular”) of the Company dated 3 December 2010 and the enclosed proxy form (the “Proxy Form”) in relation to the Company’s extraordinary general meeting to be held at 9:30 a.m. on Tuesday, 18 January 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the PRC. Definitions and terms used herein, unless the context requires otherwise, shall bear the same meanings as defined in the Circular.

The Board would like to clarify that the two boxes at the “For” and “Against” column next to the last sentence of the special resolutions number 3 (i.e. “and to authorise any Director or secretary to the Board to deal with... the Articles of Association”) in the Proxy Form were typographically and inadvertently included and should be removed. In this regard, the Shareholders are requested to ignore the said boxes and shall not tick any of them. The Proxy Form shall continue to be valid for the purpose of voting by the Shareholders and no revised proxy form will be issued in this regard.

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

Gong Cimin
Chairman

Sichuan, PRC, 16 December 2010

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. 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