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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 18 JANUARY 2011

Reference is made to the circular of Xinhua Winshare Publishing and Media Co., Ltd. (the "**Company**") dated 3 December 2010 (the "**Circular**"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

An extraordinary general meeting (the "**EGM**") of the Company was held at 9:30 a.m. on Tuesday, 18 January 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**"). The convening of the EGM was in accordance with the Company Law of the PRC and the articles of association (the "**Articles of Association**") of the Company.

As at the date of the EGM, the total issued shares of the Company comprised 1,135,131,000 shares (the "**Shares**") of the Company entitling the holders to attend and vote for or against the resolutions put forward at the EGM (the "**EGM Resolutions**"). No shareholder of the Company was required to abstain from voting on the EGM Resolutions. Shareholders of the Company holding an aggregate of 764,852,765 voting Shares, representing approximately 67.38% of the total issued shares of the Company, attended the EGM either in person or by proxy. There were no Shares entitling the holder to attend and vote only against the EGM Resolutions. The vote on the EGM Resolutions was taken by poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking of the poll at the EGM.

The poll results in respect of the resolutions passed at the EGM were as follows:

ORDINARY RESOLUTIONS	No. of Votes (%)	
	For	Against
1. To consider and approve the appointment of Mr. Li Kun (Note 1) as a supervisor of the Company and to authorise the board (the "**Board**") of directors (the "**Directors**") of the Company to determine the remuneration and to enter into service contract with the newly elected supervisor of the Company subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	764,824,765 (99.9963%)	28,000 (0.0037%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
2. To consider and approve the appointment of Mr. Ma Chuan (Note 2) as a supervisor of the Company and to authorise the Board to determine the remuneration and to enter into service contract with the newly elected supervisor of the Company subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	759,755,765 (99.3336%)	5,097,000 (0.6664%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
SPECIAL RESOLUTIONS	**No. of Votes (%)**	
	For	**Against**
3. To consider and approve the proposed amendments to the Articles of Association and to authorise any Director or secretary to the Board to deal with on behalf of the Company, the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles of Association:		
A. the proposed amendment to Article 7 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
B. the proposed amendment to Clause 4 of Article 8 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

C. the proposed amendment to Clause 5 of Article 8 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
D. the proposed amendment to Sub-clause (10) of Clause 1 of Article 104 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
E. the proposed amendment to Sub-clause (16) of Clause 1 of Article 104 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
F. the proposed amendment to Sub-clause (6) of Clause 1 of Article 106 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
G. the proposed amendment to Article 118 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
H. the proposed amendment to Sub-clause (8) of Article 119 of the Articles of Association	764,851,765 (99.9999%)	1,000 (0.0001%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

Notes:

1. Mr. Li Kun (李昆), 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.

2. Mr. Ma Chuan (馬川), 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.

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

Sichuan, PRC, 18 January 2011

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*