WIN SHARE

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)

VOTING RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 25 MAY 2011, PROPOSED CHANGE OF AUDITORS AND PAYMENT OF FINAL DIVIDENDS

Reference is made to the circular 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 8 April 2011 (the "Circular"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

ANNUAL GENERAL MEETING

The AGM was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC at 9:30 a.m. on Wednesday, 25 May 2011. The convening of the AGM was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the AGM, the total number of issued shares of the Company (the "Shares") is 1,135,131,000 which represents the total number of issued Shares entitling the holders to attend and vote for or against the resolutions put forward at the AGM (the "AGM Resolutions"). Shareholders of the Company holding an aggregate of 768,783,942 voting Shares, representing approximately 67.73% of the total number of issued Shares of the Company, attended the AGM either in person or by proxy. No Shareholder was required to abstain from voting on the AGM Resolutions. There were no Shares entitling the holder to attend and vote only against the AGM Resolutions. All AGM Resolutions at the AGM were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the AGM.

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

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2010.	768,782,942 (99.999870%)	1,000 (0.000130%)
	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 report of the supervisory committee of the Company for the year ended 31 December 2010.	768,782,942 (99.999870%)	1,000 (0.000130%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2010.	768,782,942 (99.999870%)	1,000 (0.000130%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
4.	To consider and approve the profit distribution plan and the declaration of a final dividend and a special dividend of the Company for the year ended 31 December 2010.	768,782,942 (99.999870%)	1,000 (0.000130%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
5.	To consider and approve the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the sole auditor of the Company for the year 2011 undertaking the role of the international auditor as well as the PRC auditor in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and to authorize the Board to fix its remunerations.	82,175,815 (46.697592%)	93,798,602 (53.302408%)
	As less than 50% of the votes were casted in favour of the resolution, the resolution was not passed.		
6.	To consider and approve the remuneration of directors and supervisors of the Company for the year ended 31 December 2010.	768,782,942 (99.999870%)	1,000 (0.000130%)
	As more than 50% of the votes were casted in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
SPECIAL RESOLUTION		No. of Votes (%)	
		For	Against
7.	To consider and approve the grant to the Board a general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, provided that the aggregate nominal amount of those shares shall not exceed 20% of the issued shares of each class of shares of the Company as at the date of passing of this special resolution.	719,390,127 (93.575072%)	49,393,815 (6.424928%)
	As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

PROPOSED CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 6 April 2011 relating to the change of auditors of the Company.

In view of the fact that resolution no. 5 of the AGM Notice in relation to the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the sole auditor of the Company for the year 2011 (the "Resolution No. 5") was not passed in the AGM, the Board, after careful discussion with Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu, has resolved to propose the appointment of Deloitte Touche Tohmatsu CPA Ltd. and Deloitte Touche Tohmatsu as the PRC auditor and the international auditor of the Company, respectively for the year 2011 subject to the approval by the Shareholders. Further notice and/or circular containing details of the extraordinary general meeting approving the proposed change of auditors will be made in accordance with the Listing Rules as soon as practicable.

FINAL DIVIDENDS

Information on Payment of Final Dividends

Save and except for the Resolution No.5, all other resolutions were approved at the AGM. The Board also announces the following information relating to the payment of a final dividend and a special dividend:

The Company will distribute a final dividend and a special dividend (collectively the "Final Dividends") totaling RMB0.30 (tax inclusive) per Share for the year ended 31 December 2010, whereas the Final Dividends comprised the final dividend of RMB0.10 (tax inclusive) per Share and the special dividend of RMB0.20 (tax inclusive) per Share. The Final Dividends are payable to Shareholders whose names appeared on the register of members of the Company on 25 May 2011 (the "Record Date"). In accordance with the Articles of Association, dividends shall be calculated and declared in Renminbi. Dividends payable to holders of Domestic Shares shall be paid in Renminbi and dividends payable to holders of H Shares shall be paid in Hong Kong dollar. The following conversion formula shall apply to the calculation of the Final Dividends payable per H Share in Hong Kong dollar:

$$\begin{array}{c}\text{Final Dividends per H Share}\\ \text{in Hong Kong dollar}\end{array} = \frac{\text{Final Dividends per Share in Renminbi}}{\begin{array}{c}\text{The average middle exchange rates of Renminbi against}\\ \text{Hong Kong dollar published by The People's Bank of}\\ \text{China for the week immediately prior to the AGM}\end{array}}$$

The average middle exchange rates of Renminbi against Hong Kong dollar published by The People's Bank of China for the week immediately prior to the AGM, that was, from 18 May 2011 to 24 May 2011, was HK$1.00 to RMB0.83638. Accordingly, the Final Dividends payable per H Share is HK$0.35869 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the "Receiving Agent") which will receive the Final Dividends declared from the Company on behalf of the holders of H Shares. The Final Dividends will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to holders of H Shares who are entitled to receive the Final Dividends at their own risk on or before 25 July 2011.

Withholding of Income Taxes on Dividends Paid to Non-Resident Corporate Shareholders

In accordance with the "Corporate Income Tax Law of the People's Republic of China" and its Regulations for Implementation, both came into effect on 1 January 2008, any Chinese domestic enterprise which pays dividend for the accounting period starting from 1 January 2008 to a non-resident corporate shareholder shall withhold corporate income tax of 10% for and on behalf of such shareholder, and assume obligation as a payer who withholds and pays.

In order to ensure full compliance with the regulations while handling withholding and collection of tax on dividends paid to non-resident corporate shareholders, the Company is to, based on the H share register as at the Record Date, withhold an income tax of 10% before paying out the Final Dividends to the Shareholders whose names appear on the H share register as at the Record Date as non-individual shareholders, including HKSCC Nominees Limited, other corporate nominees or trustees or other groups or organisations who are all considered as non-resident corporate shareholders. The Company will not withhold any income tax before paying out the Final Dividends to the individual Shareholders whose names appear on the H share register as at the Record Date.

Shareholders of the Company should read the above information carefully. If anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identities of the Shareholders. In addition, the Company will strictly comply with the relevant laws or regulations on withholding corporate income taxes and strictly based on what has been registered on the Company's H share register as at the Record Date, and will not entertain any requests in relation to any delay or inaccuracies in ascertaining the identity of the shareholders or any disputes over the mechanism of withholding of corporate income tax.

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

Sichuan, the PRC, 25 May 2011

As at the date of this announcement, 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.

* *For identification purposes only*