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: 00811)

PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND AMENDMENTS TO THE BOARD MEETING RULES

PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS

The board of the directors (the "**Board**") of 新華文軒出版傳媒股份有限公司 Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") is pleased to announce that the Board in the third session shall comprise 9 directors of the Company (the "**Directors**''), comprising 3 executive Directors, 3 non-executive Directors and 3 independent non-executive Directors, while the supervisory committee of the Company (the "**Supervisory Committee**") in the third session shall comprise 9 supervisors of the Company (the "**Supervisors**''), including 4 Supervisors representing the shareholders of the Company (the "**Shareholders**"), 2 independent Supervisors and 3 Supervisors representing the staff and workers of the Company.

Pursuant to the articles of association of the Company (the "**Articles of Association**") and the laws of the PRC, the term of office of each Director and Supervisor shall commence from the date of his/her appointment until expiry of the relevant session of each of the Board and Supervisory Committee. Accordingly, the term of office of each Director and Supervisor of the second session shall expire in July 2011. Upon expiry of the relevant session, all retiring Directors and Supervisors, being eligible, may offer themselves for re-election at the forthcoming extraordinary general meeting to be held in or around late September 2011 ("**EGM**").

The Directors and Supervisors (excluding Supervisors representing the staff and workers of the Company) of the third session of each of the Board and Supervisory Committee will be elected at the EGM.

Under the Articles of Association, all existing Directors and Supervisors shall continue to perform their duties as Directors/Supervisors before a new session of each of the Board and the Supervisory Committee is elected. All existing Directors and Supervisors have confirmed that they will continue to hold their offices and perform their duties until the EGM in accordance with the Articles of Association and all relevant laws and regulations.

The term of the Board and the Supervisory Committee in the third session will be for a period of three years which is proposed to commence on 29 September 2011 and expire on 28 September 2014. The Supervisors representing the staff and workers of the Company will be elected by the staff and workers of the Company democratically.

Mr. Zhang Bangkai, Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Li Jiawei, Mr. Wu Qiang and Mr. Cheng Sanguo, who are the retiring Directors, and Mr. Xiao Changjiu and Mr. Ma Chuan, who are retiring Supervisors representing the Shareholders, have notified the Company that due to re-allocation to other job duties, they shall not seek for re-election and shall retire from their offices of Director and Supervisor respectively on the date on which the Directors and Supervisors of the third session of each of the Board and Supervisory Committee are appointed. Mr. Zhang Bangkai shall cease to be a member of the strategy and investment planning committee, the chairman and a member of the editorial and publication committee and a member of the remuneration and review committee upon his retirement simultaneously. Ms. Wang Jianping shall cease to be a member of the editorial and publication committee and a member of the audit committee upon her retirement simultaneously. Mr. Yu Changjiu shall cease to be a member of the strategy and investment planning committee and a member of the editorial and publication committee upon his retirement simultaneously. Mr. Cheng Sanguo shall cease to be the chairman and a member of the strategy and investment planning committee and a member of the nomination committee upon his retirement simultaneously. Mr. Zhang Bangkai, Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Li Jiawei, Mr. Wu Qiang, Mr. Cheng Sanguo, Mr. Xiao Changjiu and Mr. Ma Chuan have confirmed that they have no disagreement with the Board and Supervisory Committee and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders. Except for the retiring Directors and Supervisors mentioned in this paragraph, the other retiring Directors and Supervisors are eligible and will seek for re-election.

The Board has nominated Mr. Gong Cimin, Mr. Zhao Miao, Mr. Zhang Chengxing, Mr. Luo Jun, Mr. Zhao Junhuai, Mr. Chan Yuk Tong and Mr. Han Xiaoming, being the retiring Directors, as the candidates for election as Directors for the next term of office commencing from the date of his appointment and expiring on the date of the relevant session of the Board (the "**Next Term**"). As mentioned above, Mr. Zhang Bangkai, Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Li Jiawei, Mr. Wu Qiang and Mr. Cheng Sanguo will not seek for re-election and will retire from their offices of Director on the date on which Directors of the third session of the Board are appointed. Therefore, the Board has nominated Mr. Luo Yong and Mr. Han Liyan as candidates for election as new Directors for the Next Term.

The Supervisory Committee has nominated Mr. Xu Yuzheng and Mr. Li Kun, being the retiring Supervisors representing the Shareholders, and Mr. Fu Daiguo and Mr. Li Guangwei, being the retiring independent Supervisors, as the candidates for election as Supervisors representing the Shareholders and independent Supervisors respectively for the Next Term. As mentioned above, Mr. Xiao Changjiu and Mr. Ma Chuan will not seek for re-election and will retire from their offices on the date on which the Supervisors of the third session of the Supervisory Committee are appointed. Therefore, Mr. Xu Ping and Ms. Tan Wei have been nominated as candidates for election as new Supervisors representing the Shareholders for the Next Term.

Ms. Lan Hong, Ms. Liu Nan and Mr. Li Qiang, all being the Supervisors representing the staff and workers of the Company of the second session of the Supervisory Committee, will or will not be re-elected as members of the Supervisory Committee in the third session by the staff and workers of the Company democratically.

The Company will issue an announcement as required under Rule 13.51 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as soon as practicable when the election of the Directors, the Supervisors representing the Shareholders and independent Supervisors is approved at the EGM and the proposed democratic election of the Supervisor representing the staff and workers by the staff and workers of the Company.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Articles of Association in order to, among other things, comply with certain legal requirements on the number of the Directors and the composition of the Board.

The relevant proposed amendments to the Articles of Association are subject to the approval by the Shareholders at the EGM by way of a special resolution and the approval and permission of the relevant authorities or the registration with the relevant authorities (as appropriate).

PROPOSED AMENDMENTS TO THE BOARD MEETING RULES

The Board proposes to make certain amendments to the rules of procedure for the meetings of the Board (the "**Board Meeting Rules**") in order to, among other things, comply with certain legal requirements on the number of the Directors and the composition of the Board.

The relevant proposed amendments to the Board Meeting Rules are subject to the approval by the Shareholders at the EGM by way of a special resolution and the approval and permission of the relevant authorities or the registration with the relevant authorities (as appropriate).

A circular incorporating the notice of EGM containing biographical details of the proposed candidates for election as the Directors and Supervisors, details of the proposed amendments to the Articles of Association and details of the proposed amendments to the Board Meeting Rules will be despatched to the Shareholders as soon as practicable.

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

Sichuan, the PRC, 3 August 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*