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 company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00811)

(1) VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 SEPTEMBER 2011

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(5) APPOINTMENT OF CHAIRMAN OF SUPERVISORY COMMITTEE

The Board is pleased to announce that:

(1) all the EGM Resolutions as set out in the notice of the EGM dated 11 August 2011 were duly passed at the EGM held on 29 September 2011;

(2) the proposed amendments to Articles 7 and 102 of the Articles of Association as well as the proposed amendments to Rules 3, 12, 15, 18, 21 and 31 of the Board Meeting Rules were approved by the Shareholders at the EGM and shall take effect from 29 September 2011;

(3) the proposed appointment of Mr. Gong Cimin, Mr. Zhao Miao and Mr. Luo Yong as executive Directors, Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Zhao Junhuai as non-executive Directors, and Mr. Han Xiaoming, Mr. Han Liyan and Mr. Chan Yuk Tong as independent non-executive Directors as well as the proposed appointment of Mr. Xu Ping, Mr. Xu Yuzheng, Mr. Li Kun and Ms. Tan Wei as Supervisors, and Mr. Li Guangwei and Mr. Fu Daiguo as independent Supervisors were approved by the Shareholders at the EGM whilst Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping were elected as Employee Representative Supervisors at a recently held staff representatives' meeting of the Company. The abovementioned appointment and election shall become effective from 29 September 2011 to 28 September 2014;

(4) immediately following the EGM, the Board has resolved to appoint/re-appoint Mr. Gong Cimin as the chairman of the Board in the third session, Mr. Zhao Miao as the vice chairman of the Board in the third session, Mr. Luo Yong as the general manager, Mr. Yang Miao, Mr. Chen Dali, Mr. Zheng Chuan and Mr. An Qingguo as the deputy general managers, Mr. You Zugang as the secretary to the Board, and Mr. Zhu Zaixiang as the chief financial officer, of the Company. The Board has also approved the new compositions of the Strategy and Investment Planning Committee, Editorial and Publication Committee, Audit Committee, Remuneration and Review Committee and Nomination Committee of the Company (details are set out below). All the abovementioned appointments and changes shall become effective from 29 September 2011; and

(5) immediately following the EGM, the Supervisory Committee has resolved to appoint Mr. Xu Ping as the chairman of the Supervisory Committee in the third session of the Company with effect from 29 September 2011.

The board (the "**Board**") of directors ("**Directors**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") confirms that there are no false representations, misleading statements or material omissions in this announcement, and individually and collectively accept the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

(1) VOTING RESULTS OF THE EGM HELD ON 29 SEPTEMBER 2011

Reference is made to the circular (the "**Circular**") of the Company dated 11 August 2011 in relation to, amongst others, (i) the proposed amendments to the articles of association (the "**Articles of Association**") of the Company; (ii) the proposed amendments to the rules of procedure for the meetings of the Board (the "**Board Meeting Rules**"); (iii) the election of the members of the Board in the third session; and (iv) the election of the members of the supervisory committee (the "**Supervisory Committee**") of the Company in the third session.

An extraordinary general meeting (the "**EGM**") of the Company was held at 9:30 a.m. on Thursday, 29 September 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi 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.

As at the date of the EGM, the total issued shares (the "**Shares**") of the Company comprised 1,135,131,000 Shares entitling the holders to attend and vote for or against the resolutions put forward at the EGM (the "**EGM Resolutions**"). No shareholder (the "**Shareholder(s)**") of the Company was required to abstain from voting on the EGM Resolutions. Shareholders holding an aggregate of 777,031,315 voting Shares, representing approximately 68.45% of the total issued Shares, attended the EGM either in person or by proxy. There was no Share 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:

SPECIAL RESOLUTIONS	No. of Votes (%)	
	For	Against
1. To consider and approve the proposed amendments to the Articles of Association and to authorise any one 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	777,030,315 (99.99987%)	1,000 (0.00013%)
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 Article 102 of the Articles of Association	777,030,315 (99.99987%)	1,000 (0.00013%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
2. To consider and approve the proposed amendments to the Board Meeting Rules and to authorise any one 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 Board Meeting Rules:		
A. the proposed amendment to Rule 3 of the Board Meeting Rules	777,030,315 (99.99987%)	1,000 (0.00013%)
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 Rule 12 of the Board Meeting Rules	777,030,315 (99.99987%)	1,000 (0.00013%)
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 Rule 15 of the Board Meeting Rules	777,030,315 (99.99987%)	1,000 (0.00013%)
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 Rule 18 of the Board Meeting Rules	777,030,315 (99.99987%)	1,000 (0.00013%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

SPECIAL RESOLUTIONS	No. of Votes (%)	
	For	Against
E. the proposed amendment to Rule 21 of the Board Meeting Rules	777,030,315 (99.99987%)	1,000 (0.00013%)
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 Rule 31 of the Board Meeting Rules	777,030,315 (99.99987%)	1,000 (0.00013%)
As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
ORDINARY RESOLUTIONS		
3. To consider and approve the re-election of Mr. Gong Cimin as executive Director.	777,030,315 (99.99987%)	1,000 (0.00013%)
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 re-election of Mr. Zhao Miao as executive Director.	777,030,315 (99.99987%)	1,000 (0.00013%)
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 election of Mr. Luo Yong as executive Director.	777,030,315 (99.99987%)	1,000 (0.00013%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6. To consider and approve the re-election of Mr. Zhang Chengxing as non-executive Director.	777,030,315 (99.99987%)	1,000 (0.00013%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
7. To consider and approve the re-election of Mr. Luo Jun as non-executive Director.	776,984,315 (99.99395%)	47,000 (0.00605%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
8. To consider and approve the re-election of Mr. Zhao Junhuai as non-executive Director.	777,030,315 (99.99987%)	1,000 (0.00013%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
9.	To consider and approve the re-election of Mr. Han Xiaoming as independent non-executive Director.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
10.	To consider and approve the election of Mr. Han Liyan as independent non-executive Director.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
11.	To consider and approve the re-election of Mr. Chan Yuk Tong as independent non-executive Director.	770,264,315 (99.12912%)	6,767,000 (0.87088%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
12.	To consider and approve the election of Mr. Xu Ping as Supervisor.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
13.	To consider and approve the re-election of Mr. Xu Yuzheng as Supervisor.	770,310,315 (99.13504%)	6,721,000 (0.86496%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
14.	To consider and approve the re-election of Mr. Li Kun as Supervisor.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
15.	To consider and approve the election of Ms. Tan Wei as Supervisor.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
16.	To consider and approve the re-election of Mr. Li Guangwei as independent Supervisor.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
17.	To consider and approve the re-election of Mr. Fu Daiguo as independent Supervisor.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
18.	To authorise the Board to fix the remuneration of the members of the Board and Supervisory Committee in the third session.	777,030,315 (99.99987%)	1,000 (0.00013%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND BOARD MEETING RULES

As approved by the Shareholders at the EGM, the amendments to Articles 7 and 102 of the Articles of Association as well as the amendments to Rules 3, 12, 15, 18, 21 and 31 of the Board Meeting Rules shall take effect from 29 September 2011. Details of the said amendments were set out in the Circular.

(3) APPOINTMENT AND RETIREMENT OF DIRECTORS AND SUPERVISORS

The above ordinary resolutions numbered 3 to 17 were duly passed by the Shareholders at the EGM. Pursuant to the Articles of Association, the appointment of Mr. Gong Cimin, Mr. Zhao Miao and Mr. Luo Yong as executive Directors, Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Zhao Junhuai as non-executive Directors, and Mr. Han Xiaoming, Mr. Han Liyan and Mr. Chan Yuk Tong as independent non-executive Directors as well as the appointment of Mr. Xu Ping, Mr. Xu Yuzheng, Mr. Li Kun and Ms. Tan Wei as Supervisors, and Mr. Li Guangwei and Mr. Fu Daiguo as independent Supervisors shall become effective from 29 September 2011, being the date of his/her appointment, to 28 September 2014.

The biographical details of the newly appointed Directors, namely, Mr. Luo Yong and Mr. Han Liyan, as well as the newly appointed Supervisors, namely, Mr. Xu Ping and Ms. Tan Wei are as follows:

Mr. Luo Yong (羅勇), aged 48, has been appointed as the general manager of the Company since July 2008. Mr. Luo graduated from the Faculty of Chinese Language of Southwest University for Nationalities (西南民族大學) majoring in journalism, and completed a journalism course at the College of Arts of Southwest University for Nationalities (西南民族大學) and an advance program on business administration from Renmin University of China (中國人民大學), respectively. He possesses the professional qualification as an editor. Mr. Luo joined Ganzi News (甘孜報社) in 1982 and acted as a reporter. Mr. Luo joined Sichuan Nationalities Press (四川民族出版社) in November 1987, and had worked as the office head, assistant to director, deputy director, director and party secretary as well as editor-in-chief of Sichuan Nationalities Press. In November 2003, he was appointed as the deputy head of management committee of Sichuan Publication Group and the president of Sichuan Nationalities Press. Mr. Luo is currently the deputy secretary of the Communist Party of China of Sichuan Publication Group. Mr. Luo was awarded the Model Worker of Sichuan Province (四川省勞動模範) and the Top 10 Outstanding Youths of Sichuan Province (四川省十大傑出青年) in 2005. Mr. Luo was granted special government subsidy by the State Council in 2008. He was honored as a pioneer in the national news publication industry (全國新聞出版發行業領軍人才) in 2010. Mr. Luo has over 23 years of experience in operating management in relation to the publication industry.

Mr. Han Liyan (韓立岩), aged 56, graduated from Beijing Normal University (北京師範大學) majoring in science, where he got a PhD of science, and then he committed himself in macroeconomics postdoctoral research at Vienna University of Economics and Business, Austria. He is currently serving as an economic professor-in-charge, doctoral supervisor and dean of the Economics Department in the Economic and Management Institute of Beijing University of Aeronautics and Astronautics (北京航空航天大學), and enjoying a State Council granted special government allowance. From February 1982 to March 2000, Mr. Han taught and served as a director of basic courses at Capital University of Economics and Business (首都經濟貿易大學) (formerly known as Beijing College of Economics (北

京經濟學院)). During that period, he was engaged in an economic research project on the global banks at the Chinese Economy Research Centre of Peking University (北京大學) in 1997; and in 1999 and 2004, he conducted senior visiting researches at respectively the Economic Institute of Ruhr University in Bochum, Germany and the Department of Finance of University of New South Wales, Australia. Mr. Han was honored as an (young) academic leader among the higher education institutions of Beijing (北京市高校(青年)學科帶頭人) in 1993. In 1997, he was accounted as a nominee of the Cross-century Talents Project of Beijing, and successively won four ministerial-level science research achievement awards. Mr. Han has even presided over ten national and ministerial scientific foundation projects, and attended twice the Young Scientist Forum (青年科學家論壇) organized by China Association for Science and Technology. Mr. Han also held a concurrent post as a doctoral supervisor in quantitative economy at Capital University of Economics and Business, a visiting professor of the EMBA program of the Business School of University of North Alabama, USA and also Shanxi Finance and Economics University (山西財經大學), a council member and vice general secretary of the Germany and Austria Branch of the Western Returned Scholars Association, a council member and academic member of China Quantitative Economics Association (中國數量經濟學會), a council member of the Annual Conference of Chinese Financial Society (中國金融學年會), a council member of the financial system engineering professional committee of the Systems Engineering Society of China (中國系統工程學會), a council member of the risk analysis professional committee of the Natural Disaster Society of China (中國自然災害學會), an academic leader of the Finance Entrance Exam (金融學聯考學術帶頭人), a paper reviewer of the Annual Conference of the Chinese Economics Society (中國經濟學年會), a member of the science and technology association of AVIC (中國航空工業集團公司). Mr. Han also has presided over administration projects of large enterprise groups like Huaxia Securities, Soochow Securities, Catic Consultation, Aerospace Science and Industry, XAC, and etc, and provided training courses to financial institutions as National Association of Financial Market Institutional Investors (銀行間市場交易商協會), China Merchants Bank, Industrial and Commercial Bank of China, Bank of China, Minsheng Bank and Agricultural Bank of China. Mr. Han has over 29 years of experience in economic and financial theory research and management and teaching fields.

Mr. Xu Ping (徐平), aged 53, graduated from the Party School of the CPC Central Committee (中央黨校), majoring in economy management, and was granted a professional qualification of senior political officer. From January 1982 to September 1997, Mr. Xu worked at the organic chemistry office of Chengdu Branch of Chinese Academy of Sciences (中國科學院), serving as a party secretary, deputy secretary of Labor Committee of Society, secretary, deputy director of administration office and division level staff. From September 1997 to November 2004, he has been the commissioner of the Commission for Discipline Inspection of Sichuan Province, the commissioner (division level) of Administration Office, and the Deputy Officer (division level) of the Promotion and Education Department of the Supervision Department of Sichuan Province. Mr. Xu joined Sichuan Publishing Group Co., Ltd. (四川出版集團) as the deputy secretary of the Commission for Discipline Inspection and the officer of the Audit and Supervision Department in November 2004. He then was promoted as the secretary of the Commission for Discipline Inspection and the member of Party Committee of Sichuan Publishing Group Co., Ltd. in December 2010. He was appointed as a standing council member of Publishers Association of Sichuan (四川出版協會) in June 2011. Mr. Xu has more than 29 years of experience in administration management and supervision.

Ms. Tan Wei (譚蔚), aged 28, graduated from Southwestern University of Finance and Economics, majoring in business administration, where she got a bachelor's degree in management, and she is also a certified internal auditor. Ms. Tan has served as a senior audit associate at the audit department of Chongqing Branch of PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd., an auditor at the audit department of Chengdu Branch of KPMG Advisory (China) Co., Ltd., and a senior internal control executive at the Company's audit department. Ms. Tan is currently serving as a director of the General Manager office of Chengdu Xinhui Industry Co., Ltd.* (成都鑫匯實業有限公司).

For the biographical details of other re-elected members of the Board and Supervisory Committee in the third session who are subject to the approval of the Shareholders, please refer to the Circular.

The Supervisory Committee in the third session also consists of three employee representative Supervisors (the "**Employee Representative Supervisors**") representing the staff and workers of the Company, namely Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping, who were elected at a recently held staff representatives' meeting of the Company.

The biographical details of Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping are as follows:

Ms. Lan Hong (蘭紅), aged 44, was appointed as a Supervisor of the Company on 11 June 2005, while also being an elected Employee Representative Supervisor. Ms. Lan obtained a graduate certificate in accounting conferred jointly by Sichuan Self-study University (四川自修大學) and Southwestern University of Finance and Economics in June 1989, and graduated from Sichuan Broadcasting and Television University in July 2003 majoring in accounting. Ms. Lan is a certified internal auditor. Ms. Lan joined Chengdu City Xinhua Bookstore in 1984, started to engage in finance work in 1989, then joined Sichuan Xinhua Publishing Group Co., Ltd.* (a promoter and controlling Shareholder of the Company, hereinafter referred to as "**Xinhua Publishing Group**") in December 2001 as head of the finance and audit division, and subsequently the deputy chief officer of the audit department of the Company. Ms. Lan is currently the deputy office head of the Board. Ms. Lan has more than 22 years of experience in financial accounting.

Ms. Liu Nan (劉南), aged 46, was appointed as a Supervisor of the Company on 11 June 2005, while also being an elected Employee Representative Supervisor. Ms. Liu graduated from Chengdu University in 1986 with a degree in book distributions management. She obtained the certificate of completion for a master's degree in economics and business administration in July 2002 at Sichuan University. Ms. Liu also completed a specialised technology course in computer application at the University of Chengdu in July 1989. Ms. Liu is the deputy general manager of the Company's procurement centre. Prior to joining the Company, Ms. Liu was the deputy manager of the business division of Sichuan Province Xinhua Bookstore Group Audio and Visual Product Company (四川省新華書店集團音像公司), and the assistant to the general supervisor of the procurement centre of Sichuan Times Xinhua Audio and Visual Product Chainstore Company (四川時代新華音像連鎖公司) starting from 1992 and 2001, respectively, and the head of the information centre of the Company. Ms. Liu has more than 19 years of experience in the purchase and distribution of audio-visual products and more than 28 years of experience in information technology.

Ms. Wang Jianping (王建平), aged 57, was appointed as a non-executive Director of the Company from 11 June 2005 to 29 September 2011. Ms. Wang graduated from Sichuan Normal Institute (四川師範學院) majoring in Chinese Literature. Between the period of 1984 and 2004, Ms. Wang worked as the deputy head of editorial department, chief officer of chief editorial department, editor of artist editorial room, and vice president of "Hong Ling Jin" magazine (《紅領巾雜誌》) of Sichuan Youth and Children Press. Ms. Wang was appointed as the president of Sichuan Youth and Children Press in May 2004. Ms. Wang is currently the executive director, general manager and president of Sichuan Youth and Children Publishing House Company Limited* (四川少年兒童出版社有限公司). Ms. Wang has more than 32 years of experience in the book publication and distribution industry.

Each of Mr. Luo Yong, Mr. Han Liyan, Mr. Xu Ping, Ms. Tan Wei, Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping will enter into a service contract with the Company with the term of office from 29 September 2011 to 28 September 2014.

Save as disclosed above, each of Mr. Luo Yong, Mr. Han Liyan, Mr. Xu Ping, Ms. Tan Wei, Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping does not hold any position in the Company or any other members of the Company, nor did any of them hold any directorship in other listed companies during the three years prior to the date of this announcement.

As at the date of this announcement, none of Mr. Luo Yong, Mr. Han Liyan, Mr. Xu Ping, Ms. Tan Wei, Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping has any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company, nor does any of them have any interest or deemed interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

In relation to the appointment of Mr. Luo Yong and Mr. Han Liyan as Directors, Mr. Xu Ping and Ms. Tan Wei as Supervisors, as well as Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping as Employee Representative Supervisors, each of Mr. Luo Yong, Mr. Han Liyan, Mr. Xu Ping, Ms. Tan Wei, Ms. Lan Hong, Ms. Liu Nan and Ms. Wang Jianping has confirmed that there are no matters that need to be brought to the attention of the holders of securities of the Company, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Due to expiry of the term of office of the Board in the second session, each of Mr. Zhang Bangkai (former chairman of the Editorial and Publication Committee, former member of the Strategy and Investment Planning Committee, and former member of the Remuneration and Review Committee), Ms. Wang Jianping (former member of the Editorial and Publication Committee and former member of the Audit Committee), Mr. Yu Changjiu (former member of the Strategy and Investment Planning Committee and former member of the Editorial and Publication Committee), Mr. Li Jiawei, Mr. Wu Qiang and Mr. Cheng Sanguo (former chairman of the Strategy and Investment Planning Committee and former member of the Nomination Committee), who were members of the Board in the second session and had not been re-nominated as candidates for re-election as members of the Board in the third session, has confirmed that there is no disagreement with the Board and nothing which needs to be brought to the attention of the Shareholders or creditors of the Company.

Due to expiry of the term of office of the Supervisory Committee in the second session, each of Mr. Xiao Changjiu (former chairman of the Supervisory Committee), Mr. Ma Chuan and Mr. Li Qiang, who were members of the Supervisory Committee in the second session and had not been re-nominated as candidates for re-election as members of the Supervisory Committee in the third session, has also confirmed that there is no disagreement with the Board and nothing which needs to be brought to the attention of the Shareholders or creditors of the Company.

The Board would like to take this opportunity to welcome Mr. Luo Yong and Mr. Han Liyan in joining the Board, and Mr. Xu Ping, Ms. Tan Wei and Ms. Wang Jianping in joining the Supervisory Committee, and would like to thank Mr. Zhang Bangkai, Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Li Jiawei, Mr. Wu Qiang, Mr. Cheng Sanguo, Mr. Xiao Changjiu, Mr. Ma Chuan and Mr. Li Qiang for their valuable contributions to the Company during their terms of office.

Under the authority granted by the Shareholders pursuant to the above ordinary resolution numbered 18 which was duly passed at the EGM, the Board has agreed to pay the remunerations to the members of the Board and Supervisory Committee in the third session as follows:

Position	**Name**	**Annual Salary** ***(RMB'000)***
Executive Directors	Gong Cimin	310
	Zhao Miao	300
	Luo Yong	0#
Non-executive Directors	Zhang Chengxing	100
	Luo Jun	100
	Zhao Junhuai	100
Independent non-executive Directors	Han Xiaoming	220
	Han Liyan	170
	Chan Yuk Tong	250
Supervisors	Xu Ping	90
	Xu Yuzheng	40
	Li Kun	40
	Tan Wei	40
Employee Representative Supervisors	Wang Jianping	0#
	Lan Hong	0#
	Liu Nan	0#
Independent Supervisors	Li Guangwei	70
	Fu Daiguo	70

As Mr. Luo Yong, Ms Wang Jianping, Ms. Lan Hong and Ms. Liu Nan hold other office in the Company, each of them will not receive any remunerations with respect to their appointment as Directors or Supervisors.

Besides the above annual salaries, the Directors and Supervisors are entitled to reimbursement of any disbursements such as transportation, accommodation and communication expenses paid by the Directors and Supervisors in performing their office duties. In respect of the external Directors and Supervisors, i.e., the Directors other than the executive Directors and the Supervisors other than the Employee Representative Supervisors, unless otherwise stated in the relevant PRC laws and regulations, they are also entitled to an allowance of RMB3,000 (before tax) for attending each meeting of the Company.

As disclosed in the Circular, the above salaries and allowance payable to the Directors and Supervisors were determined in accordance with the terms and conditions of their service contracts and having regard to their duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and the market conditions.

(4) APPOINTMENT OF CHAIRMAN, VICE CHAIRMAN AND MEMBERS OF SENIOR MANAGEMENT, AND CHANGE IN COMPOSITIONS OF STRATEGY AND INVESTMENT PLANNING COMMITTEE, EDITORIAL AND PUBLICATION COMMITTEE, AUDIT COMMITTEE, REMUNERATION AND REVIEW COMMITTEE AND NOMINATION COMMITTEE

The Board is pleased to announce that immediately following the EGM, the Board has resolved to appoint Mr. Gong Cimin as the chairman of the Board in the third session and Mr. Zhao Miao as the vice chairman of the Board in the third session and to re-appoint the following persons as members of the senior management of the Company:

General Manager

Mr. Luo Yong

Deputy General Managers

Mr. Yang Miao
Mr. Chen Dali
Mr. Zheng Chuan
Mr. An Qingguo

Secretary to the Board

Mr. You Zugang

Chief Financial Officer

Mr. Zhu Zaixiang

The Board has also approved the new compositions of the following committees of the Company:

Strategy and Investment Planning Committee

Mr. Han Xiaoming *(Chairman)*
Mr. Han Liyan
Mr. Zhao Junhuai
Mr. Zhang Chengxing
Mr. Zhao Miao

Editorial and Publication Committee

Mr. Zhao Miao *(Chairman)*
Mr. Zhang Chengxing
Mr. Luo Yong

Audit Committee

Mr. Chan Yuk Tong *(Chairman)*
Mr. Han Xiaoming
Mr. Zhao Junhuai

Remuneration and Review Committee

Mr. Han Liyan *(Chairman)*
Mr. Han Xiaoming
Mr. Luo Jun

Nomination Committee

Mr. Han Xiaoming *(Chairman)*
Mr. Chan Yuk Tong
Mr. Luo Jun

All the above appointments and changes have become effective from 29 September 2011.

(5) APPOINTMENT OF CHAIRMAN OF SUPERVISORY COMMITTEE

The Board is also pleased to announce that immediately following the EGM, the Supervisory Committee has resolved to appoint Mr. Xu Ping as the chairman of the Supervisory Committee in the third session with effect from 29 September 2011.

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

Chengdu, the PRC, 29 September 2011

As at the date of this announcement, the Board comprises (a) Mr. Gong Cimin, Mr. Zhao Miao and Mr. Luo Yong as executive Directors; (b) Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Han Xiaoming, Mr. Han Liyan and Mr. Chan Yuk Tong as independent non-executive Directors.

* *For identification purposes only*