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)

GENERAL DISCLOSURE UNDER RULE 13.09 OF THE LISTING RULES

PROPOSED DISPOSAL OF 28.5% EQUITY INTEREST IN SUBSIDIARY CHENGDU XINHUI

INTRODUCTION

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

The Company and all members of the Board hereby warrant the truthfulness, accuracy and completeness of the contents of this announcement, and accept several and joint responsibilities for any false information, misleading statements or material omission in this announcement.

THE PROPOSED DISPOSAL

The Board announces that the Company proposes to dispose of its 28.5% equity interest in Chengdu Xinhui. The Proposed Disposal has been approved by Sichuan SASAC and other competent authorities and will be made by way of public tender auction listing procedures conducted in strict compliance with relevant PRC laws and regulations in relation to transfer of state-owned assets. The reserve price for the Selling Interest will be determined with reference to (among others) the appraised net assets value of Chengdu Xinhui.

INFORMATION ON CHENGDU XINHUI

Chengdu Xinhui is a limited liability company incorporated in the PRC and mainly engaged in real estate development and operation as well as property management. As at the date hereof, Chengdu Xinhui is a subsidiary of the company, which is owned as to 62.5% and 37.5% by the Company and Hua Sheng Group respectively.

Hua Sheng Group, being the remaining shareholder of Chengdu Xinhui, is entitled to the pre-emptive rights to purchase the Selling Interest on same terms and conditions pursuant to the PRC laws and regulations.

GENERAL

As at the date hereof, the ex-director of the Company Mr. Wu Qiang holds 90% equity interest in Hua Sheng Group and therefore Hua Sheng Group is a connected person of the Company under Chapter 14A of the Listing Rules. In the event that the Proposed Disposal materializes and Hua Sheng Group becomes the purchaser of the Selling Interest, the Proposed Disposal will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. Subject to the consideration for the Selling Interest, the Proposed Disposal may also constitute a notifiable transaction under Chapter 14 of the Listing Rules. The Company will comply with the relevant requirements pursuant to the Listing Rules and will make further disclosures on the Proposed Disposal as and when appropriate.

As the Proposed Disposal may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealings in the shares of the Company.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

"Board"	the board of Directors
"Chengdu Xinhui"	Chengdu Xin Hui Industrial Co., Ltd.* (成都鑫匯實業有限公司), a limited liability company incorporated in the PRC and a subsidiary of the Company, which is owned as to 62.5% and 37.5% by the Company and Hua Sheng Group as at the date hereof
"Company"	Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited
"Directors"	the directors of the Company
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hua Sheng Group"	Chengdu Hua Sheng (Group) Industry Co., Ltd.* (成都市華盛(集團)實業有限公司), a Shareholder of the Company holding approximately 4.7% equity interest in the Company and a connected person of the Company as at the date hereof
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
"Proposed Disposal"	the proposed disposal of the Selling Interest by the Company by way of public tender auction listing procedures
"Selling Interest"	28.5% equity interest in Chengdu Xinhui

"Shareholder(s)"	registered holder(s) of the share(s) of the Company
"Sichuan SASAC"	State-owned Assets Supervision and Administration Commission of Sichuan Provincial Government of the PRC (四川省政府國有資產監督管理委員會)
"%"	per cent

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd. *
Gong Cimin
Chairman

Sichuan, PRC, 18 January 2012

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*