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 17 MAY 2012, AND PAYMENT OF FINAL DIVIDEND AND SPECIAL DIVIDEND FOR 2011

Reference is made to the 2011 annual results announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 23 March 2012 (the "**Results Announcement**"), and the circular of the Company dated 30 March 2012 (the "**Circular**") and the notice of 2011 annual general meeting of the Company (the "**AGM Notice**"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board (the "**Board**") of Directors (the "**Directors**") confirms that there are no false representations, misleading statements or material omission in this announcement, and they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

2011 ANNUAL GENERAL MEETING

The 2011 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 Thursday, 17 May 2012. The convening of the AGM was in accordance with the Company Law of the PRC and the Articles of Association of the Company.

As at the date of the AGM, the total number of issued shares of the Company (the "**Shares**") is 1,135,131,000 Shares, all of which entitle the holders to attend and vote for or against the resolutions put forward at the AGM (the "**AGM Resolutions**"). Shareholders holding an aggregate of 800,692,365 voting Shares, representing approximately 70.54% of the total number of issued Shares of the Company, attended the AGM either in person or by proxy. As stated in the Circular, Hua Sheng Group, which is a connected person of the Company, holding 53,336,000 Shares (representing approximately 4.70% of the total issued share capital of the Company as at the date of the AGM), and its associates (holding no Shares as at the date of the AGM), were required to, and did, abstain from voting at the AGM on the proposed ordinary resolutions no. 7 and 8. Therefore, the Shares held by Hua Sheng Group and its associates were not counted for the purpose of calculating the votes on the ordinary resolutions no. 7 and 8. Save for Hua Sheng Group and its associates, no Shareholder was required to abstain from voting on any of the AGM Resolutions. There was no Share 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 for the year ended 31 December 2011.	800,692,365 (100%)	0 (0%)
	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 2011.	800,692,365 (100%)	0 (0%)
	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 2011.	800,692,365 (100%)	0 (0%)
	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 Company's profit distribution plan and declaration of a final dividend and a special dividend for the year ended 31 December 2011.	800,692,365 (100%)	0 (0%)
	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 remuneration of Directors and supervisors of the Company for the year ended 31 December 2011.	800,692,365 (100%)	0 (0%)
	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-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. as the international and PRC auditors of the Company for the year 2012 respectively and to authorize the Board to fix the remunerations of the international and PRC auditors of the Company.	800,555,365 (99.98289%)	137,000 (0.01711%)
	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 approve and confirm the Agreement, and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof.	747,356,365 (100%)	0 (0%)
	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
8.	To approve, ratify and confirm the authorization to any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Agreement, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Agreement they may in their discretion consider to be desirable and in the interests of the Company and Shareholders as a whole and all the Directors' acts as aforesaid.	747,356,365 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

FINAL DIVIDEND AND SPECIAL DIVIDEND FOR 2011

Information on Payment of Dividends

The Board announces the following information relating to payment of the final dividend and special dividend for 2011:

The Company will distribute the final dividend and special dividend (collectively the "**Dividends**") totaling RMB0.30 (tax inclusive) per Share for the year ended 31 December 2011, whereas the Dividends comprised the final dividend of RMB0.10 (tax inclusive) per Share and the special dividend of RMB0.20 (tax inclusive) per Share. The Dividends are payable to Shareholders whose names appeared on the Register of Members of the Company on 27 May 2012 (the "**Dividend Record Date**"). According to the Articles of Association of the Company, the Dividends shall be calculated and declared in Renminbi. Dividends payable to holders of Domestic Shares shall be paid in Renminbi whilst the Dividends payable to holders of H Shares shall be paid in Hong Kong dollar. The following conversion formula shall apply to calculation of the Dividends payable per H Share in Hong Kong dollar:

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

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 10 May 2012 to 16 May 2012, was HK$1.00 to RMB0.81197. Accordingly, the Dividends payable per H Share is HK$0.36947 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the "**Receiving Agent**") which will receive the Dividends declared by the Company on behalf of the holders of H Shares. The 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 Shareholders of H Shares who are entitled to receive the Dividends at their own risk on or before 17 July 2012.

Withholding of Income Taxes on Dividend Income

As stated in the Results Announcement, the Company will, in accordance with the relevant PRC laws and regulations and the relevant provisions of the tax regulatory authorities, withhold income tax at a tax rate of 10% on Dividends paid to non-resident corporate Shareholders and individual Shareholders whose names appear on the Register of Members of the Company as at 27 May 2012 respectively. For individual Shareholders, if there are other requirements in the tax agreements between their country of domicile and China or in the tax arrangements between Mainland China and Hong Kong (Macau), the Company will withhold the individual income tax on the Dividends payable to such individual Shareholders in accordance with the tax rates and procedures as stipulated by the relevant provisions.

For the purpose of payment of the Dividends, "non-resident corporate Shareholders" refer to any Shareholders holding the Shares of the Company in the name of non-individual Shareholders, which include but not limited to the H Shareholders whose Shares are registered in the name of HKSCC Nominees Limited, other nominees or trustees, or other groups or organizations.

Shareholders 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 identity of the Shareholders. In addition, the Company will withhold the corporate income tax and the individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H Shares Register of Members of the Company as at the Dividend Record Date. The Company will not entertain any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the mechanism of withholding of the corporate income tax and the individual income tax.

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

Sichuan, the PRC
17 May 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. Chan Yuk Tong and Mr. Han Liyan as independent non-executive Directors.

* *For identification purposes only*