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)

VOLUNTARY ANNOUNCEMENT

SHARES ARRANGEMENT IN RELATION TO SYCPH'S 0.61% EQUITY INTEREST IN THE COMPANY

This announcement is made on a voluntary basis.

The Board announces that on 17 May 2012, as directed and approved by SASAC, the Company, Sichuan Publication Group and SYCPH entered into the Shares Arrangement, under which SYCPH shall transfer the Relevant Shares to Sichuan Publication Group. Meanwhile, Sichuan Publication Group shall return RMB23,161,400 (representing the consideration for the Relevant Shares under the Acquisition) to the Company.

Upon completion of the Shares Arrangement, Sichuan Publication Group's shareholding in the Company will increase to approximately 2.74% while SYCPH will cease to be a Shareholder of the Company.

BACKGROUND

Reference is made to the Announcement and the Circular in relation to, among other things, the acquisition of the entire equity interests in the 15 wholly-owned subsidiaries of Sichuan Publication Group, one of which was SYCPH, by the Company from Sichuan Publication Group.

Prior to the completion of the Acquisition in August 2010, SYCPH was a wholly-owned subsidiary of Sichuan Publication Group. Pursuant to the Acquisition Agreement (details of which were disclosed by the Company in the Announcement and Circular), Sichuan Publication Group agreed to transfer, among other things, the entire equity interest in SYCPH (including the Relevant Shares) to the Company. Upon completion of such transfer, SYCPH has become a wholly-owned subsidiary of the Company and continues to hold the Relevant Shares.

As mentioned in the Announcement and the Circular, the Company and Sichuan Publication Group agreed, prior to the entering into of the Acquisition Agreement, to engage in continuous negotiations with a view to reaching a satisfactory solution with respect to the Relevant Shares.

SHARES ARRANGEMENT

On 17 May 2012, as directed and approved by SASAC, the Company, Sichuan Publication Group and SYCPH entered into the Shares Arrangement, under which SYCPH shall transfer the Relevant Shares to Sichuan Publication Group. Meanwhile, Sichuan Publication Group shall return RMB23,161,400 (representing the consideration for the Relevant Shares under the Acquisition) to the Company. On the same date, the Relevant Shares have been transferred to Sichuan Publication Group. Since then, Sichuan Publication Group's shareholding in the Company has increased to approximately 2.74% while SYCPH will cease to be a Shareholder of the Company.

INFORMATION ON THE GROUP AND SICHUAN PUBLICATION GROUP

The Group is principally engaged in the sales of publications and electronic publications, wholesale of audio and visual products, production and distribution of electronic publications and audio and visual products, publications, etc.

Sichuan Publication Group is principally engaged in investments in publication business and assets management, textbook publication, storage services, property management and leasing business, etc. Prior to the completion of the Shares Arrangement, Sichuan Publication Group, a Shareholder of the Company, held approximately 2.13% equity interest in the Company. Upon the completion of the Shares Arrangement and as at the date of this announcement, Sichuan Publication Group's shareholding in the Company has increased to approximately 2.74%; Sichuan Publication Group is also a wholly-owned subsidiary of Sichuan Development Holding Co., Ltd.* (四川發展（控股）有限責任公司), the ultimate controlling shareholder of the Company.

DEFINITIONS

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

"Acquisition"	the acquisition of the entire equity interests in the 15 wholly-owned subsidiaries of Sichuan Publication Group, including SYCPH, by the Company from Sichuan Publication Group, details of which were disclosed by the Company in the Announcement and Circular
"Acquisition Agreement"	the equity transfer agreement dated 22 June 2010 entered into between the Company and Sichuan Publication Group in relation to the Acquisition
"Announcement"	the announcement of the Company dated 22 June 2010 in relation to, among other things, the Acquisition
"Board"	the board of Directors
"Circular"	the circular of the Company dated 28 June 2010 in relation to, among other things, the Acquisition

"Company"	Xinhua Winshare Publishing 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
"Directors"	the directors of the Company
"Domestic Shares"	ordinary shares in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and credited as fully paid up in RMB by PRC nationals and/or PRC incorporated entities
"Group"	the Company and its subsidiaries
"H Shares"	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"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)
"Relevant Shares"	the Shares held by SYCPH prior to the completion of the Shares Arrangement, amounting to 6,900,428 Domestic Shares and representing approximately 0.61% of the total number of issued Shares of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"SASAC"	State-owned Assets Supervision and Administration Commission of the PRC
"Shareholder(s)"	registered holder(s) of the Share(s)
"Shares"	Domestic Shares and H Shares
"Shares Arrangement"	the arrangement under the Acquisition with respect to the Relevant Shares which has been acknowledged by the Company, Sichuan Publication Group and SYCPH as per the direction and approval from SASAC

"Sichuan Publication Group"	Sichuan Publication Group Co., Ltd.* (四川出版集團有限責任公司), a state-owned company established in the PRC and a Shareholder of the Company, holding approximately 2.74% equity interest in the Company as at the date hereof
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"SYCPH"	Sichuan Youth and Children's Publishing House Co., Ltd.* (四川少年兒童出版社有限公司), a wholly-owned subsidiary of the Company, and a Shareholder of the Company, holding the Relevant Shares prior to the completion of the Shares Arrangement

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

Sichuan, PRC
22 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*