WINSHARE

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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules.

The Board proposes that certain amendments be made to the Articles of Association to reflect (i) the change in the registration number of the Company's Business License For the Enterprise Legal Person; and (ii) the expanded business scope of the Company to meet its operational needs.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM and all necessary approvals, authorisations, or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities. A circular containing, among other things, further details of the proposed amendments to the Articles of Association and the notice convening the EGM is expected to be despatched to the Shareholders on or around 5 November 2012 in accordance with the Listing Rules and the Articles of Association.

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board of directors (the "**Board**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") proposes that certain amendments be made to the articles of association of the Company (the "**Articles of Association**") to reflect (i) the change in the registration number of the Company's Business License For the Enterprise Legal Person; and (ii) the expanded business scope of the Company to meet its operational needs. The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of special resolution at the forthcoming extraordinary general meeting of the Company (the "**EGM**") and all necessary approvals, authorisations, or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities.

The proposed amendments to the Articles of Association are as follows:

A. Article 2 of the Articles of Association

"The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations") and other relevant requirements under the laws, administrative rules and regulations.

The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 5100001822585.

Promoters of the Company are 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co., Ltd.), 成都市華盛（集團）實業有限公司 (Chengdu Hua Sheng (Group) Industry Co., Ltd.), 四川出版集團有限責任公司 (Sichuan Publication Group Co., Ltd.), 四川日報報業集團 (Sichuan Daily Newspaper Group), 四川少年兒童出版社有限公司 (SichuanYouth and Children's Publishing House Co., Ltd.) and 遼寧出版集團有限公司 (Liaoning Publication Group Co., Ltd.)."

shall be amended as:

"The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law of the People's Republic of China (the "Securities Law"), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the "Special Regulations") and other relevant requirements under the laws, administrative rules and regulations.

The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 510000000035653.

Promoters of the Company are 四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co., Ltd.), 成都市華盛（集團）實業有限公司 (Chengdu Hua Sheng (Group) Industry Co., Ltd.), 四川出版集團有限責任公司 (Sichuan Publication Group Co., Ltd.), 四川日報報業集團 (Sichuan Daily Newspaper Group), 四川少年兒童出版社有限公司 (SichuanYouth and Children's Publishing House Co., Ltd.) and 遼寧出版集團有限公司 (Liaoning Publication Group Co., Ltd.)."

B. Article 7 of the Articles of Association

"The Articles of Association (the "Articles of Association") are formulated by the Company based on the amendments to the articles of association (the "Original Articles of Association") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting held on 13 May 2005, the extraordinary general meeting held on 26 April 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010 and the extraordinary general meeting held on 18 January 2011 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the extraordinary general meeting held on 29 September 2011.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

shall be amended as:

"The Articles of Association (the "Articles of Association") are formulated by the Company based on the amendments to the articles of association (the "Original Articles of Association") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting held on 13 May 2005, the extraordinary general meeting held on 26 April 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011 and the extraordinary general meeting held on 29 September 2011 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the extraordinary general meeting held on 19 December 2012.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

C. Article 11 of the Articles of Association

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; and logistics (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

Shall be amended as:

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, chainstore) (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

A circular containing, among other things, further details of the proposed amendments to the Articles of Association and the notice convening the EGM is expected to be despatched to the Shareholders on or around 5 November 2012 in accordance with the Listing Rules and the Articles of Association.

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

Chengdu, the PRC, 31 October 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. Luo Jun, Mr. Zhang Chengxing and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Han Xiaoming and Mr. Han Liyan as independent non-executive Directors.

* *For identification purposes only*