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 EXTRAORDINARY GENERAL MEETING HELD ON 20 DECEMBER 2012

Reference is made to the circular (the "**Circular**") and the notice of an extraordinary general meeting of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 6 November 2012. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The extraordinary general meeting (the "**EGM**") of the Company was held at 9:30 a.m. on Thursday, 20 December 2012 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 (the "**Articles of Association**") of the Company.

As at the date of the EGM, the total issued share capital of the Company comprised of 1,135,131,000 shares (the "**Shares**") of the Company entitling the holders to attend the EGM and vote for or against the resolutions put forward at the EGM (the "**EGM Resolutions**"). Shareholders of the Company holding an aggregate of 798,387,605 voting Shares, representing approximately 70.33% of the total issued shares of the Company, attended the EGM either in person or by proxy. No shareholder of the Company was required to abstain from voting on the EGM Resolutions. There was no Share entitling the holder to attend the meeting and vote only against the EGM Resolutions. Vote on all 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:

ORDINARY RESOLUTION		No. of Votes (%)	
		For	Against
1	To consider and approve the construction of 新華文軒出版傳媒創意中心 (Xinhua Winshare Publishing and Media Creativity Centre (temporary name)) ("**Creativity Centre**"), the cost estimate preliminarily assessed at approximately RMB736,000,000, within ±10% fluctuation, the terms and conditions thereof and all transactions contemplated thereunder; and to authorise the directors of the Company ("**Directors**") to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or implement the construction of the Creativity Centre, and to agree such variation, adjustments, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.	798,387,605 (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.		
SPECIAL RESOLUTION		No. of Votes (%)	
		For	Against
2	To consider and approve the proposed amendments to the Articles of Association of the Company and to authorise any 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 2 of the Articles of Association	798,387,605 (100%)	0 (0%)
	B. the proposed amendment to Article 7 of the Articles of Association	798,387,605 (100%)	0 (0%)
	C. the proposed amendment to Article 11 of the Articles of Association	798,387,605 (100%)	0 (0%)
	As more than two thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

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

Sichuan, the PRC, 20 December 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*