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)

PROPOSED ISSUE OF A SHARES

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the "**Board**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") hereby announces that a meeting of the Board will be held soon for the purposes of, among other matters, considering and approving the proposed application for the issuance of A shares by the Company (the "**Proposed Resolution**").

Should the Proposed Resolution be passed and approved by the Board, the Company will make further announcement on the details of the proposed issue of A shares.

The Board wishes to emphasize that the proposed issue of A shares may or may not proceed and is subject to, amongst other things, the approvals by the Board, the shareholders of the Company, the China Securities Regulatory Committee and other relevant regulatory authorities. Shareholders and investors of the Company are urged to exercise caution when dealing in the shares of the Company.

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

Sichuan, PRC, 28 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 purpose only*