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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the proxy forms for the extraordinary general meeting (the "**EGM**"), domestic shares class meeting and H shares class meeting (the "**Class Meetings**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") published on 16 January 2013 (the "**Original Proxy Forms**") in relation to, among other things, the proposed issue of A shares of the Company.

The Company wishes to clarify that the following part of special resolution 1 as set out in the English version of each of the Original Proxy Forms:

"To approve the declaration and distribution of the Special Dividend and upon the obtaining of approvals of the CSRC and other relevant regulatory authorities, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed"

shall be amended to:

"Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, the issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed"

The Company wishes to clarify that the above amendments are due to clerical errors and the Company does not intend to consider any resolutions in respect of distribution of any special dividend in the EGM and the Class Meetings. The Chinese versions of the Original Proxy Forms do not carry the said clerical errors.

The Company will revise the Original Proxy Forms (the "**Revised Proxy Forms**") in due course and the Revised Proxy Form will be published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and be despatched to the shareholders of the Company (the "**Shareholders**") together with the circular in relation to, among other things, the proposed issue of A shares of the Company as soon as practicable.

The date, time and venue for holding the EGM and the Class Meetings remain unchanged. Original Proxy Forms lodged by the Shareholders prior to the date hereof shall continue to be valid but will be superseded and become invalid in the event that the same Shareholder has lodged the Revised Proxy Form. Shareholders intending to cast their votes by way of proxy shall therefore use the Revised Proxy Form.

Shareholders are reminded that completion and delivery of the Original Proxy Forms and/or the Revised Proxy Forms will not preclude Shareholders from attending and voting in person at the EGM and/or the Class Meetings at any adjourned meeting should they so wish.

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

Sichuan, PRC, 22 January 2013

As at the date of this announcement, the Board comprises (a) Mr. Gong Cimin 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. Chan Yuk Tong, Mr. Han Xiaoming and Mr. Han Liyan as independent non-executive Directors.

* *For identification purposes only*