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)

GENERAL DISCLOSURE UNDER RULE 13.09 OF THE LISTING RULES

MERGER OF SICHUAN WENZHUO AND CHENGDU ZHONGZHUO

INTRODUCTION

This announcement is made pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company and all members of the Board hereby warrant the truthfulness, accuracy and completeness of the contents of this announcement, and accept several and joint responsibilities for any false information, misleading statements or material omission in this announcement.

MERGER OF SICHUAN WENZHUO AND CHENGDU ZHONGZHUO

Reference is made to the announcement (the "**Announcement**") of the Company dated 6 November 2012 in relation to the Company's acquisition of 51% equity interest in Sichuan Wenzhuo. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

On 16 April 2013, 2 subsidiaries of the Company, Sichuan Wenzhuo and Chengdu Zhongzhuo entered into an absorption merger agreement, pursuant to which the parties agreed that Sichuan Wenzhuo shall merge with Chengdu Zhongzhuo by way of absorption (the "**Merger**").

The completion of the Merger is subject to necessary approvals by relevant PRC authorities. Upon completion of the Merger, Chengdu Zhongzhuo will be dissolved and absorbed by Sichuan Wenzhuo and the shareholding structure of Sichuan Wenzhuo will remain unchanged.

As at the date hereof, shareholdings in both Sichuan Wenzhuo and Chengdu Zhongzhuo are owned as to 51% by the Company and 49% by Zhuotai Industrial respectively. Since the shareholding structure of Sichuan Wenzhuo will remain unchanged after the completion of the Merger, the Merger will not constitute any transfer of interest by the Company and will not have any significant impact on the education business or financial position of the Company.

REASONS FOR THE MERGER

In accordance with the Group's development strategy on establishment of the first class culture and media group in the PRC, the Group is tapping into the vocational education industry through cooperation with Zhuotai Industrial. In order to integrate the operations of the Group's vocational education business and optimise the allocation of business resources, the parties agreed to merge Sichuan Wenzhuo with Chengdu Zhongzhuo after arm's length negotiation.

GENERAL

As the completion of the Merger is subject to, among other things, the necessary approvals by relevant PRC authorities, it may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealings in the shares of the Company.

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd. *
Gong Cimin
Chairman

Sichuan, the PRC
16 April 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. Han Xiaoming, Mr. Chan Yuk Tong and Mr. Han Liyan as independent non-executive Directors.

* *For identification purposes only*