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 ANNUAL GENERAL MEETING HELD ON 9 MAY 2013; APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND PAYMENT OF FINAL DIVIDEND AND SPECIAL DIVIDEND FOR 2012

Reference is made to the 2012 annual results announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 8 March 2013 (the "**Results Announcement**"), and the circular of the Company dated 22 March 2013 (the "**Circular**") and the notice of 2012 annual general meeting of the Company (the "**AGM Notice**"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board (the "**Board**") of Directors (the "**Directors**") of the Company confirms that there are no false representations, misleading statements or material omission in this announcement, and they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

2012 ANNUAL GENERAL MEETING

The 2012 annual general meeting (the "**AGM**") was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") at 9:30 a.m. on Thursday, 9 May 2013. The convening of the AGM was in accordance with the Company Law of the PRC and the Articles of Association of the Company.

As at the date of the AGM, the total number of issued shares of the Company (the "**Shares**") is 1,135,131,000 Shares, all of which entitle the holders to attend and vote for or against the resolutions put forward at the AGM (the "**AGM Resolutions**") based on their shareholdings. Shareholders holding an aggregate of 791,162,325 voting Shares, representing approximately 69.70% of the total number of issued Shares of the Company, attended the AGM either in person or by proxy. No shareholder was required to abstain from voting on any of the AGM Resolutions. There was no Share entitling the holder to attend and vote only against the AGM Resolutions. All AGM Resolutions at the AGM were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the AGM.

The poll results in respect of the resolutions passed at the AGM were as follows:

Ordinary Resolutions	**No. of Votes (%)**	
	For	**Against**
1. To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2012.	791,162,325 (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.		
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2012.	791,162,325 (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.		
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2012.	791,162,325 (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.		
4. To consider and approve the Company's profit distribution plan and declaration of a final dividend and a special dividend for the year ended 31 December 2012.	791,162,325 (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.		
5. To consider and approve the remuneration of Directors and supervisors of the Company for the year ended 31 December 2012.	791,162,325 (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.		
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. (special general partnership) as the international and PRC auditors of the Company for the year 2013 respectively with a term ending at the conclusion of the next annual general meeting after the AGM, and to authorize the Board to fix their remunerations.	790,914,325 (99.97%)	248,000 (0.03%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
7. To consider and approve the election of Mr. Zhang Peng as non-executive Director of the Company with immediate effect from the conclusion of the AGM to the expiry of the term of the Board of this session, and authorize the Board to determine his remuneration and implement the terms of the service contract.	790,979,325 (99.98%)	183,000 (0.02%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

NON-EXECUTIVE DIRECTOR NEWLY APPOINTED

The above-mentioned No. 7 ordinary resolution was duly passed by shareholders at the AGM. Mr. Zhang Peng was duly elected as non-executive Director of the Company by shareholders of the Company with effect from 9 May 2013 to the expiry of the term of the Board of this session. Biographical details of Mr. Zhang Peng are set out in the Circular. As of the date of this announcement, there has been no change in such information.

Pursuant to the authority granted under the above-mentioned No. 7 ordinary resolution duly passed by shareholders at the AGM, the Board agreed to pay emoluments of RMB80,000 per annum to Mr. Zhang Peng. In addition, he is entitled to reimbursements of the travelling, accommodation and communications expenses paid during performance of his duties, and is also entitled to allowances of RMB3,000 (before tax) in respect of each attendance of meetings of the Company.

As disclosed in the Circular, the above-mentioned emoluments payable to Mr. Zhang Peng and the terms and conditions set out in the service contract between the Company and him are determined under the authority granted by shareholders at the AGM and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

APPOINTMENT OF MEMBER OF EDITORIAL AND PUBLICATION COMMITTEE

The Board is pleased to announce that the Board unanimously agreed to appoint Mr. Zhang Peng as a member of the Editorial and Publication Committee with effect from 9 May 2013 to the expiry of the term of the Board of this session.

FINAL DIVIDEND AND SPECIAL DIVIDEND FOR 2012

Information on Payment of Dividends

The Board announces the following information relating to payment of the final dividend and special dividend for 2012:

The Company will distribute the final dividend and special dividend (collectively the "**Dividends**") totaling RMB0.30 (tax inclusive) per Share for the year ended 31 December 2012, whereas the Dividends comprise the final dividend of RMB0.09 (tax inclusive) per Share and the special dividend of RMB0.21 (tax inclusive) per Share. The Dividends are payable to the shareholders whose names appear on the register of members of the Company on 20 May 2013 (the "**Dividend Record Date**"). According to the Articles of Association of the Company, the Dividends shall be denominated and declared in Renminbi. The Dividends payable to holders of domestic Shares shall be paid in Renminbi whilst the Dividends payable to holders of H Shares shall be paid in Hong Kong dollar. The following conversion formula shall apply to calculation of the Dividends payable per H Share in Hong Kong dollar:

$$\begin{array}{c}\text{Dividends per H Share}\\ \text{in Hong Kong dollar}\end{array} = \frac{\text{Dividends per Share in Renminbi}}{\begin{array}{c}\text{The average middle exchange rates of Renminbi against}\\ \text{Hong Kong dollar published by The People's Bank of China}\\ \text{for the week immediately prior to the AGM}\end{array}}$$

The average middle exchange rates of Renminbi against Hong Kong dollar published by The People's Bank of China for the week immediately prior to the AGM, that was, from 2 May 2013 to 8 May 2013, was HK$1.00 to RMB0.800038. Accordingly, the Dividends payable per H Share are HK$0.374982 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the "**Receiving Agent**") in Hong Kong which will receive the Dividends declared by the Company on behalf of the holders of H Shares. The Dividends will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to shareholders of H Shares who are entitled to receive the Dividends at their own risks on or before 9 July 2013.

Withholding of Income Taxes on Dividend Income

As stated in the Results Announcement, the Company will, in accordance with the relevant PRC laws and regulations and the relevant provisions of the tax regulatory authorities, withhold income tax at a tax rate of 10% on Dividends paid to non-resident corporate shareholders and individual shareholders whose names appear on the register of members of the Company as at 20 May 2013 respectively. For individual shareholders, if there are other provisions in the tax agreements between their countries of domicile and China or in the tax arrangements between Mainland China and Hong Kong (Macau), the Company will withhold the individual income tax on the Dividends payable to such individual shareholders in accordance with the tax rates and procedures as stipulated by the relevant provisions.

For the purpose of payment of the Dividends, "non-resident corporate shareholders" refer to any shareholders holding the Shares of the Company in the name of non-individual shareholders, which include but not limited to the H shareholders whose Shares are registered in the name of HKSCC Nominees Limited, other nominees or trustees, or other groups and organizations.

Shareholders should read the above information carefully. If anyone would like to change the identity of the shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the shareholders. In addition, the Company will withhold the corporate income tax and the individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H Shares register of members of the Company as at the Dividend Record Date. The Company will not entertain, or take any responsibilities for, any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the shareholders or any disputes over the mechanism of withholding of the corporate income tax and the individual income tax

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

Sichuan, the PRC, 9 May 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, Mr. Zhang Peng 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*