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 10 JULY 2013; CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; CHANGE OF SUPERVISORS; AND CHANGE OF BOARD COMMITTEES

Reference is made to the circular of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 16 May 2013 (the "**Circular**"), and the notice of the extraordinary general meeting of the Company. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The extraordinary general meeting of the Company (the "**EGM**") 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 Wednesday, 10 July 2013. The convening of the EGM was in accordance with the Company Law of the PRC and the Articles of Association of the Company (the "**Articles of Association**").

As at the date of the EGM, the total number of issued shares of the Company (the "**Shares**") is 1,135,131,000 Shares, all of which entitle the holders thereof to attend and vote for or against the resolutions put forward at the EGM (the "**EGM Resolutions**") based on their shareholdings. Shareholders holding an aggregate of 785,020,809 voting Shares, representing approximately 69.16% of the total number of issued Shares of the Company, attended the EGM either in person or by proxy. No Shareholder was required to abstain from voting on any of the EGM Resolutions. There was no Share entitling the holder to attend and vote only against the EGM Resolutions. All EGM Resolutions at the EGM 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 EGM.

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

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1	To consider and approve the election of Mr. Mak Wai Ho as independent non-executive Director of the Company with immediate effect from the conclusion of the EGM 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.	785,020,809 (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 election of Mr. Mo Shixing as an independent non-executive Director of the Company with immediate effect from the conclusion of the EGM 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.	785,020,809 (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 election of Ms. Zhoujing as a Supervisor of the Company with immediate effect from the conclusion of the EGM to the expiry of the term of the Supervisory Committee of this session, and authorize the Supervisory Committee to determine her remuneration and implement the terms of the service contract.	772,518,731 (98.41%)	12,502,078 (1.59%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Change of Independent Non-Executive Directors

The above-mentioned No. 1 and No. 2 ordinary resolutions were duly passed by Shareholders at the EGM, and Mr. Mak Wai Ho and Mr. Mo Shixing were duly elected as independent non-executive Directors of the Company by the Shareholders of the Company, with effect from 10 July 2013 to the expiration of the term of the Board of this session. Biographical details of Mr. Mak Wai Ho and Mr. Mo Shixing 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. 1 and No. 2 ordinary resolutions duly passed by Shareholders at the EGM, the Board agreed to pay emoluments of RMB230,000 per annum and RMB170,000 per annum to Mr. Mak Wai Ho and Mr. Mo Shixing, respectively. In addition, each of them are entitled to reimbursements of the travelling, accommodation and communications expenses paid during performance of their duties, and are 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. Mak Wai Ho and Mr. Mo Shixing and the terms set out in the service contract between the Company and them are determined under the authority granted by Shareholders at the EGM and having regard to their respective duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

The Board also wishes to announce that, as disclosed in the Circular, in line with the Company's plan to issue A shares and the relevant requirements of the relevant regulatory authorities on the independent directors of the A share listed companies, Mr. Han Xiaoming and Mr. Chan Yuk Tong have resigned as the independent non-executive Directors of the Company as well as their other positions within the Group with effect from 10 July 2013 respectively.

The Company wishes to thank Mr. Han Xiaoming and Mr. Chan Yuk Tong for their valuable contributions to the Company during their terms of service as the independent non-executive directors of the Company. Mr. Han Xiaoming and Mr. Chan Yuk Tong have respectively confirmed that, as of the date of this announcement, they had no disagreement with the Board and there were no other matters relating to their resignations that need to be brought to the attention of the Shareholders of the Company.

Change of Supervisors

The above-mentioned No. 3 ordinary resolution was duly passed by Shareholders at the EGM, and Ms. Zhoujing was duly elected as a Supervisor of the Company by the Shareholders of the Company with effect from 10 July 2013 to the expiration of the term of the Supervisory Committee of this session. Biographical details of Ms. Zhoujing 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. 3 ordinary resolution duly passed by Shareholders at the EGM, the Supervisory Committee agreed to pay emoluments of RMB40,000 per annum to Ms. Zhoujing. In addition, she is entitled to reimbursements of the travelling, accommodation and communications expenses paid during performance of her 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 Ms. Zhoujing and the terms set out in the service contract between the Company and her are determined under the authority granted by Shareholders at the EGM and having regard to her duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Due to personal reasons, Ms. Tan Wei has resigned as a Supervisor of the Company and her other positions within the Group with effect from 10 July 2013.

The Company wishes to thank Ms. Tan Wei for her valuable contributions to the Company during her term of service as a Supervisor of the Company. Ms. Tan Wei has confirmed that, as of the date of this announcement, she had no disagreement with the Supervisory Committee and there were no other matters relating to her resignation that need to be brought to the attention of the Shareholders of the Company.

CHANGE OF BOARD COMMITTEES

The Board is pleased to announce that, following the above-mentioned changes to the members of the Board, the Board unanimously agreed to arrange the composition of the members of the Board committees as follows:

Committees / Directors	Strategy and Investment Planning Committee	Editorial and Publication Committee	Audit Committee	Remuneration and Review Committee	Nomination Committee
Gong Cimin					
Luo Yong		Member			
Zhang Chengxing	Member	Chairman			
Luo Jun				Member	Member
Zhang Peng		Member			
Zhao Junhuai	Chairman		Member		
Han Liyan	Member		Member	Chairman	Member
Mo Shixing				Member	Chairman
Mak Wai Ho			Chairman		

The above-stated arrangement shall take effect from 10 July 2013 to the expiry of the term of the Board of this session.

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

Sichuan, the PRC, 10 July 2013

As at the date of this announcement, the Board of the Company 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. Han Liyan, Mr. Mo Shixing and Mr. Mak Wai Ho as independent non-executive Directors.

* *For identification purposes only*