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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)

CHANGE OF GENERAL MANAGER

The Board announces that with effect from December 11, 2013:

- (i) Mr. Luo Yong has resigned from the office of General Manager of the Company while he will remain as an executive Director of the Company; and
- (ii) Mr. Yang Miao has been appointed as General Manager of the Company.

CHANGE OF GENERAL MANAGER

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Luo Yong (“**Mr. Luo**”) has been appointed as the president of Sichuan Publication Group Co., Ltd., a wholly-owned subsidiary of the Company’s controlling shareholder due to job change, so he is no longer to hold the position of General Manager of the Company, with effect from December 11, 2013. Mr. Luo will remain as an executive Director.

Mr Luo has confirmed that he does not have any disagreement with the Board and that there are no matters relating to his resignation from the office of General Manager which need to be brought to the attention of the shareholders of the Company.

The Board also announces that following Mr. Luo’s resignation as General Manager, Mr. Yang Miao will take up the post of General Manager of the Company with effect from December 11, 2013.

Yang Miao (楊杪), aged 43, currently Deputy General Manager of the Company; director of Sichuan Winshare Education Technology Co., Ltd. (四川文軒教育科技有限公司), Sichuan Xin Wen Newspapers and Periodicals Distribution Co., Ltd. (四川欣聞報刊發行有限責任公司) and Ming Bo Education Technology Co., Ltd. He held the positions of deputy sales manager and sales manager and deputy manager of Sichuan Province Xinhua Bookstore Textbook Company; deputy manager of Sichuan Xinhua Book & Trading Co., Ltd.; manager of the textbook distribution company of Sichuan Xinhua Publishing Group. From June 2005 to July 2008, Mr. Yang successively served as Deputy General Manager of the Company and general manager of textbook distribution department, dean of management research institute, general manager and executive Director. He has been Deputy General Manager of the Company since July 2008. Mr. Yang graduated from the University of Chengdu and majored in public relations and economic law; later

he graduated from Sichuan College of Business Administration with a master's degree in Business Administration Major. He successively completed two research courses in business administration at the School of Economics and Management of Tsinghua University and People's University of China, respectively. He is also an economist.

Save as disclosed above, as at the date of this announcement, Mr. Yang does not have any relationship with any other Directors, supervisors or senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have other major appointments and professional qualifications and did not hold other major positions in Group. Mr. Yang also did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Yang has not entered into any service contract in relation to the position of General Manager with the Company. The length of service of Mr. Yang as the General Manager will be subject to the provisions of the articles of association of the Company. The remuneration of Mr. Yang will be determined by the Remuneration and Review Committee of the Board, with reference to current remuneration level of general manager of similar companies in the PRC and complexity and level of his duties.

Save as disclosed above, Mr. Yang has confirmed that there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matter that needs to be brought to the attention of the shareholders of the Company in relation to his appointment.

The Board takes this opportunity to welcome Mr. Yang on his appointment.

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

Sichuan, PRC, December 11, 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