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)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS – (1) SANZHOU SUPPLY (RENEWAL) AGREEMENT; (2) SANZHOU AGENCY (RENEWAL) AGREEMENT; (3) THE LEASE FRAMEWORK (RENEWAL) AGREEMENT; AND (4) THE PRINTING SERVICES FRAMEWORK (RENEWAL) AGREEMENT

SANZHOU SUPPLY (RENEWAL) AGREEMENT AND SANZHOU AGENCY (RENEWAL) AGREEMENT

Reference is made to the announcement of the Company in relation to, among others, the Old Sanzhou Supply Agreement and the Old Sanzhou Agency Agreement entered into between the Company and the Parent Company dated 3 December 2010. The Old Sanzhou Supply Agreement and Old Sanzhou Agency Agreement will expire on 31 December 2013. Since 2003, Sanzhou Xinhua Bookstores have been managed and operated by the Parent Company in accordance with the policies of relevant government authorities of the PRC. In 2010, according to the arrangement of relevant government authorities of the PRC, the Parent Company had to transfer the management and operation of Sanzhou Xinhua Bookstores to the Sanzhou local government. As at the date of this announcement, Sanzhou Xinhua Bookstores' twenty-nine stores have been transferred to the Sanzhou local government, and nineteen stores are in the process of transferring. Upon completion of the transfer, the transactions between the Company and Sanzhou Xinhua Bookstores will no longer constitute connected transactions, but the business relationship will continue and the terms and conditions of the transactions will remain unchanged, which will not have any impact on the business operation of the Company. The parties to the Old Sanzhou Supply Agreement and the Old Sanzhou Agency Agreement have agreed to renew the terms of the transactions and entered into the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement on 12 December 2013.

Pursuant to the Sanzhou Supply (Renewal) Agreement, the Company shall provide (i) Non-government-subsidised Products to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores); (ii) Government-subsidised Textbooks to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores); and (iii) Co-operation Products to Sanzhou Co-operation Stores in Sanzhou Area, for a term of three years commencing on 1 January 2014 and expiring on 31 December 2016 (both days inclusive). The Parent Company shall procure that Sanzhou Xinhua Bookstores will not sell any products similar to the products supplied by the Company pursuant to the Sanzhou Supply (Renewal) Agreement, other than (i) those provided by the Company, or (ii) the publications in ethnic languages during the term of Sanzhou Supply (Renewal) Agreement.

Pursuant to the Sanzhou Agency (Renewal) Agreement, Sanzhou Xinhua Bookstores shall provide to the Company agency services in connection with the provision of Sanzhou Products, for a term of three years commencing on 1 January 2014 and expiring on 31 December 2016 (both days inclusive).

Terms and conditions under the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement have no substantial changes from, and are basically the same as, the terms and conditions under the Old Sanzhou Supply Agreement and the Old Sanzhou Agency Agreement respectively.

As the Parent Company is the controlling Shareholder of the Company, the Parent Company is therefore a connected person of the Company under Chapter 14A of the Listing Rules. The transactions contemplated under each of the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement constitute a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

As all applicable percentage ratios (other than the profits ratio) calculated in accordance with the Listing Rules in respect of each of the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement are, on an annual basis, more than 0.1% but less than 5%, each of the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement is only subject to the annual review, reporting and announcement requirements and is exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.25 of the Listing Rules and having considered that as some of the products regulated by the Sanzhou Supply (Renewal) Agreement and the Sanzhou Agency (Renewal) Agreement are of the same nature and the relevant counter party is also Sanzhou Xinhua Bookstores, the transactions under the Sanzhou Supply (Renewal) Agreement and the Sanzhou Agency (Renewal) Agreement should be aggregated. It is anticipated that all applicable percentage ratios (other than the profits ratio) after aggregation are more than 0.1% but less than 5%, therefore the transactions under the Sanzhou Supply (Renewal) Agreement and the Sanzhou Agency (Renewal) Agreement after aggregation are also only subject to the annual review, reporting and announcement requirements and are exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

THE LEASE FRAMEWORK (RENEWAL) AGREEMENT AND PRINTING SERVICES FRAMEWORK (RENEWAL) AGREEMENT

Reference is made to the announcement of the Company in relation to the Existing Lease Framework Agreement and the Existing Printing Services Agreement entered into between the Company (and on behalf of the Group) and Sichuan Publication Group dated 29 December 2011.

Pursuant to the Existing Lease Framework Agreement, Sichuan Publication Group agreed to lease certain buildings and warehouses and provide ancillary property management services to the Group. Pursuant to the Existing Printing Services Framework Agreement, Sichuan Publication Group agreed to provide publication printing services to the Group.

As both the Existing Lease Framework Agreement and the Existing Printing Services Framework Agreement will expire on 31 December 2013, the Company (and on behalf of the Group) and Sichuan Publication Group entered into the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement on 12 December 2013.

As each of the applicable percentage ratios (other than the profit ratio) for each of the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement is, on an annual basis, over 0.1% but less than 5%, each of the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement is only subject to the reporting, announcement and annual review requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

I. SANZHOU SUPPLY (RENEWAL) AGREEMENT AND SANZHOU AGENCY (RENEWAL) AGREEMENT

BACKGROUND

Reference is made to the announcement of the Company in relation to, among others, the Old Sanzhou Supply Agreement and the Old Sanzhou Supply Agreement entered into between the Company and the Parent Company dated 3 December 2010. The Old Sanzhou Supply Agreement and Old Sanzhou Agency Agreement will expire on 31 December 2013. Sanzhou Xinhua Bookstores are managed and operated by the Parent Company in accordance with the policies of relevant government authorities of the PRC. The parties to the Old Sanzhou Supply Agreement and the Old Sanzhou Agency Agreement have agreed to renew the terms of the transactions and entered into the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement on 12 December 2013.

Terms and conditions under the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement have no substantial changes from, and are basically the same as, the terms and conditions under the Old Sanzhou Supply Agreement and the Old Sanzhou Agency (Renewal) Agreement respectively.

(1) The Sanzhou Supply (Renewal) Agreement

Date: 12 December 2013

Parties: (a) Company; and

(b) the Parent Company

Pursuant to the Sanzhou Supply (Renewal) Agreement, the Company shall provide (i) Non-government-subsidised Products to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores); (ii) Government-subsidised Textbooks to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores); and (iii) Co-operation Products to Sanzhou Co-operation Stores in the Sanzhou Area, for a term of three years commencing on 1 January 2014 and expiring on 31 December 2016 (both days inclusive). The Parent Company shall procure that Sanzhou Xinhua Bookstores will not sell any products similar to the products supplied by the Company pursuant to the Sanzhou Supply (Renewal) Agreement, other than (i) those supplied by the Company; or (ii) the publications in ethnic languages during the term of Sanzhou Supply (Renewal) Agreement.

(a) Distribution of Non-government-subsidised Products to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores)

Under the Sanzhou Supply (Renewal) Agreement, the Company shall provide Non-government-subsidised Products to Sanzhou Xinhua Bookstores (excluding Sanzhou Co-operation Stores), at a distribution price (the "Non-government-subsidised Products Distribution Price"), which ranges from approximately 45% to 80% of the Mayang, depending on the type of merchandise involved. The Directors confirm that the Non-government-subsidised Products Distribution Price has been determined in accordance with market standards.

Sanzhou Xinhua Bookstores (excluding Sanzhou Co-operation Stores) shall pay to the Company the total payment for Non-government-subsidised Products every six months, with payment being deposited into a designated bank account opened in the name of the Company on or before the last day of each six-month period.

(b) Distribution of Government-subsidised Textbooks to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores)

Under the Sanzhou Supply (Renewal) Agreement, the Company shall provide Government-subsidised Textbooks to Sanzhou Xinhua Bookstores (excluding Sanzhou Co-operation Stores), at a distribution price (the "Government-subsidised Textbooks Distribution Price") of approximately 78% of the Mayang. The Directors confirm that the Government-subsidised Textbooks Distribution Price has been determined in accordance with market standards.

Sanzhou Xinhua Bookstores (excluding Sanzhou Co-operation Stores) shall pay to the Company the total payment for Government-subsidised Textbooks every six months, with payment being deposited into a designated bank account opened in the name of the Company on or before the last day of each six-month period.

(c) Distribution of Co-operation Products to Sanzhou Co-operation Stores

Under the Sanzhou Supply (Renewal) Agreement, the Company shall provide Co-operation Products to Sanzhou Co-operation Stores as the sole supplier of each Sanzhou Co-operation Store in respect of the Co-operation Products, and shall provide the merchandise to each Sanzhou Co-operation Store at a discounted price (the "Co-operation Price") which ranges from approximately 60% to 75% of the Mayang, depending on the type of merchandise involved.

Such merchandise is delivered on credit, and each Sanzhou Co-operation Store shall pay the Co-operation Price to the Company on a monthly basis, by depositing the payment into a designated bank account opened in the name of the Company. The Directors confirm that the Co-operation Price has been determined in accordance with market standards.

In the event that the Parent Company ceases to operate and manage certain Sanzhou Xinhua Bookstores in accordance with the relevant policies of government authorities of the PRC during the term of the Sanzhou Supply (Renewal) Agreement, the supply arrangement under the Sanzhou Supply (Renewal) Agreement shall not apply to such Sanzhou Xinhua Bookstores. In the event that the Parent Company ceases to operate and manage all Sanzhou Xinhua Bookstores in accordance with the relevant policies of government authorities of the PRC during the term of the Sanzhou Supply (Renewal) Agreement, the Sanzhou Supply (Renewal) Agreement shall be terminated and cease to have effect.

Historical transaction value

For each of the years ended 31 December 2011 and 31 December 2012 and for the ten months ended 31 October 2013, the total payment received by the Company in relation to the sales to Sanzhou Xinhua Bookstores under the Old Sanzhou Supply Agreement amounted to approximately RMB117,913,284, RMB140,125,000 and RMB63,447,430 respectively, and the previous proposed cap amounts of the Sanzhou Supply (Renewal) Agreement for each of the three years ending 31 December 2013 are RMB136,753,100, RMB140,856,000 and RMB143,673,000 respectively.

Annual caps

The Company expects that: (i) for the two years ending 31 December 2015, the sales to Sanzhou Xinhua Bookstores will increase due to the revision of textbooks as a result of the implementation of "New Curriculum Standards of the Nineteen Academic Subjects in Compulsory Education" by the PRC government requiring all schools to procure and use new textbooks; (ii) the sales of supplemental learning materials supporting to the new textbooks will have growth; and (iii) the selling prices of books are expected to increase from time to time considering the increase of the costs of publications due to inflation.

Having considered the above factors, the Directors propose that the annual caps of Sanzhou Supply (Renewal) Agreement shall approximately be as follows:

Year ending 31 December 2014 *(RMB)*	Year ending 31 December 2015 *(RMB)*	Year ending 31 December 2016 *(RMB)*
170,000,000	175,000,000	175,000,000

Reasons for and benefits of entering into the Sanzhou Supply (Renewal) Agreement

The Company has been supplying various publications and products to Sanzhou Xinhua Bookstores in Sanzhou Area under the Old Sanzhou Supply Agreement. The Directors believe that the Sanzhou Supply (Renewal) Agreement would minimize any competition or potential competition between the businesses of the Company and those of the Sanzhou Xinhua Bookstores.

The Directors (including the independent non-executive Directors) are of the view that the Sanzhou Supply (Renewal) Agreement has been entered into on normal commercial terms and in the ordinary and usual course of business and that the terms of the Sanzhou Supply (Renewal) Agreement and the annual caps for each of the years ending 31 December 2014, 31 December 2015 and 31 December 2016 are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(2) The Sanzhou Agency (Renewal) Agreement

Date: 12 December 2013

Parties: (a) Company; and

(b) the Parent Company

Pursuant to the Sanzhou Agency (Renewal) Agreement, Sanzhou Xinhua Bookstores shall provide to the Company agency services in connection with the provision of Sanzhou Products, for a term of three years commencing on 1 January 2014 and expiring on 31 December 2016 (both days inclusive).

Sanzhou Xinhua Bookstores shall act as the agent of the Company for acknowledging receipt of Sanzhou Products printed by the suppliers of the Company in the Sanzhou Area and delivering Sanzhou Products to the sales network of the Company. The Company shall pay an agency fee (the "Agency Fee") to Sanzhou Xinhua Bookstores, which is calculated at 5% of the total Mayang of all Sanzhou Products handled by Sanzhou Xinhua Bookstores.

In addition, Sanzhou Xinhua Bookstores shall also provide transportation services in connection with the forwarding of the publications delivered by the Company to the sales network in Sanzhou Area. The Company shall pay a transportation fee (the "Transportation Fee", together with the Agency Fee, the "Distribution Fees") to Sanzhou Xinhua Bookstores in respect of the number of package and transportation distance.

In the event that the Parent Company ceases to operate and manage certain Sanzhou Xinhua Bookstores in accordance with the relevant policies of government authorities of the PRC during the term of the Sanzhou Agency (Renewal) Agreement, the agency and transportation services provided by such Sanzhou Xinhua Bookstores under the Sanzhou Agency (Renewal) Agreement shall be terminated. In the event that the Parent Company ceases to operate and manage all Sanzhou Xinhua Bookstores in accordance with the relevant policies of government authorities of the PRC during the term of the Sanzhou Agency (Renewal) Agreement, the Sanzhou Agency (Renewal) Agreement shall be terminated and cease to have effect.

The Company shall pay the Distribution Fees to Sanzhou Xinhua Bookstores on or before the last day of each quarter by depositing the payment into the designated bank accounts opened in the names of the relevant Sanzhou Xinhua Bookstores. The Directors confirm that the Distribution Fees have been determined in accordance with market standards and reflect the prevailing market rates of comparable services.

Historical transaction value

For each of the years ended 31 December 2011 and 31 December 2012 and for the ten months ended 31 October 2013, the total payment made by the Company in relation to the agency services amounted to approximately RMB5,013,685, RMB4,162,000 and RMB4,229,061 respectively. The previous proposed cap amounts of the Old Sanzhou Agency Agreement for each of the three years ending 31 December 2013 are RMB11,600,000, RMB11,948,000 and RMB12,187,000 respectively.

Annual caps

The Company expects an increase in the demand of agency services and transportation services under the Sanzhou Agency (Renewal) Agreement in the three years ending 31 December 2016. Such increase is mainly due to: (i) the increase of the Group's sales to Sanzhou Xinhua Bookstores; and (ii) the expected increase in transportation costs. Having considered the above factors, the Directors propose that the annual caps of Sanzhou Agency (Renewal) Agreement shall approximately be as follows:

Year ending 31 December 2014 *(RMB)*	**Year ending 31 December 2015** *(RMB)*	**Year ending 31 December 2016** *(RMB)*
9,000,000	9,500,000	9,500,000

Reasons for and benefits of entering into the Sanzhou Agency (Renewal) Agreement

Due to the particular geographical location and cultural considerations in the Sanzhou Area, the Directors believe that the Sanzhou Agency (Renewal) Agreement can make effective use of Sanzhou Xinhua Bookstores' network and logistic capabilities to facilitate the development of the Company's business in the Sanzhou Area, thus lower the Company's transportation costs and increase the Company's revenue.

The Directors (including the independent non-executive Directors) are of the view that the Sanzhou Agency (Renewal) Agreement has been entered into on normal commercial terms and in the ordinary and usual course of business and that the terms of the Sanzhou Agency (Renewal) Agreement and the annual caps for each of the years ending 31 December 2014, 31 December 2015 and 31 December 2016 are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

THE CONNECTED RELATIONSHIP BETWEEN THE PARTIES

As the Parent Company is the controlling Shareholder of the Company, the Parent Company is therefore a connected person of the Company under Chapter 14A of the Listing Rules. Transactions contemplated in each of the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

As all applicable percentage ratios (other than the profits ratio) calculated in accordance with the Listing Rules in respect of each of the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement are, on an annual basis, more than 0.1% but less than 5%, each of the Sanzhou Supply (Renewal) Agreement and Sanzhou Agency (Renewal) Agreement is only subject to the annual review, reporting and announcement requirements and is exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.25 of the Listing Rules and having considered that as some of the products regulated by the Sanzhou Supply (Renewal) Agreement and the Sanzhou Agency (Renewal) Agreement are of the same nature and the relevant counter party is also Sanzhou Xinhua Bookstores, the transactions under the Sanzhou Supply (Renewal) Agreement and the Sanzhou Agency (Renewal) Agreement should be aggregated. It is anticipated that on an annual basis, the aggregated annual cap for each of the three years ending 31 December 2016 are approximately RMB179,000,000, RMB184,500,000 and RMB184,500,000 respectively, and all applicable percentage ratios (other than the profits ratio) after aggregation are more than 0.1% but less than 5%, therefore the transactions under the Sanzhou Supply (Renewal) Agreement and the Sanzhou Agency (Renewal) Agreement after aggregation are also only subject to the annual review, reporting and announcement requirements and are exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.56 of the Listing Rules and the articles of association of the Company, Mr. Gong Cimin, Mr. Luo Yong, Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Zhang Peng may be regarded as having material interests in both the Sanzhou Supply (Renewal) Agreement and the Sanzhou Agency (Renewal) Agreement. As such, they have abstained from voting on the Board resolution for approving the said two agreements and the respective proposed annual cap amount for each of the three years ending 31 December 2016. Save for the aforementioned Directors, none of the Directors has any material interests in the said two agreements.

II. THE LEASE FRAMEWORK (RENEWAL) AGREEMENT AND PRINTING SERVICES FRAMEWORK (RENEWAL) AGREEMENT

BACKGROUND

Reference is made to the announcement of the Company in relation to, among others, the Existing Lease Framework Agreement and the Existing Printing Services Agreement entered into between the Company (and on behalf of the Group) and Sichuan Publication Group dated 29 December 2011.

Pursuant to the Existing Lease Framework Agreement, Sichuan Publication Group agreed to lease certain buildings and warehouses with a total leased area of approximately 50,000 square metres. and provide ancillary property management services to the Group. Pursuant to the Existing Printing Services Framework Agreement, Sichuan Publication Group agreed to provide publication printing services to the Group.

As both the Existing Lease Framework Agreement and the Existing Printing Services Framework Agreement will expire on 31 December 2013, the Company (and on behalf of the Group) and Sichuan Publication Group entered into the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement on 12 December 2013.

Terms and conditions under the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement have no substantial changes from, and are basically the same as, the terms and conditions under the Existing Lease Framework Agreement and the Existing Printing Services Framework Agreement respectively.

(1) The Lease Framework (Renewal) Agreement

Date:	12 December 2013
Effective Period:	1 January 2014 to 31 December 2016 (both days inclusive)
Parties:	(1) Sichuan Publication Group (on behalf of Sichuan Publication Group and its subsidiaries) as lessor (2) The Company (and on behalf of the Group) as lessee
Nature of transaction:	Sichuan Publication Group shall lease the Premises and provide ancillary property management services to the Group.
Premises:	Certain properties legally owned by Sichuan Publication Group and its subsidiaries with a total leased area of approximately 35,000 square metres. The leased area may be increased or decreased depending on the needs of the Company's operation.
Rental and service fee:	The parties agreed that the rental for the Premises and the fee for the ancillary property management services shall be determined with reference to the valuation of the leases of the Premises and the rental/fee for the same type of properties/property management services offered by Independent Third Parties to the lessee, and such rentals and service fees shall not be higher than those charged by Independent Third Parties for the same type of properties and property management services. The parties further agreed that the rental for the Premises shall be determined and adjusted in a fair and reasonable manner.

Payment term:	Unless otherwise agreed between the Group and Sichuan Publication Group, the relevant rentals shall be paid to Sichuan Publication Group or its subsidiaries on a half year basis by the actual lessee by way of bank transfer or bills.
Pre-emptive rights:	Pursuant to the Lease Framework (Renewal) Agreement, the Group is entitled to the pre-emptive rights to (i) acquire the Premises and the related land use rights during the term of the lease; and (ii) renew the lease on the Premises upon expiry of the term of the agreement, on the same terms and conditions.

Historical Transaction Value

For each of the years ended 31 December 2011 (the Existing Lease Framework Agreement was effective from 1 April 2011) and 31 December 2012 and for the ten months ended 31 October 2013, the total payment made by the Company in relation to the Existing Lease Framework Agreement amounted to RMB6,901,817, RMB15,786,000 and RMB14,699,802 respectively, and the previous proposed cap amounts of the Existing Lease Framework Agreement for each of the three years ending 31 December 2013 are RMB17,000,000, RMB18,000,000 and RMB19,000,000 respectively.

Annual caps and basis for determining the annual caps

It was agreed between Sichuan Publication Group and the Company that the rentals payable and/or the fees for the ancillary property management services payable by the Group under the Lease Framework (Renewal) Agreement shall not be higher than the fees for the same type of premises and/or ancillary property management services provided by Independent Third Parties to the Group.

In considering the annual caps for the Lease Framework (Renewal) Agreement, the Directors have considered a number of factors including (i) the prevailing market rates of comparable properties and property management services; (ii) the anticipated area of the properties to be leased by the Group for the three years ending 31 December 2016; and (iii) the leased area may be increased depending on the needs of operation. Having considered the above factors, the Directors propose that the annual caps for the Lease Framework (Renewal) Agreement for each of the three years ending 31 December 2016 shall be as follows:

Year ending 31 December 2014 *(RMB)*	**Year ending 31 December 2015** *(RMB)*	**Year ending 31 December 2016** *(RMB)*
25,000,000	28,000,000	30,000,000

Reasons for and Benefits of the Lease Framework (Renewal) Agreement

Currently, the Premises leased by the Company and some of its subsidiaries from Sichuan Publishing Group and its subsidiaries are mainly used as offices and warehouses of the Group. During the term of the Lease Framework (Renewal) Agreement, the Premises will mainly be used as offices and warehouses of the Group to satisfy the Group's needs on administration, goods storage and circulation. The locations and area of the Premises are considered favourable and appropriate, respectively, by the Group for the functions discussed above. The entering into the Lease Framework (Renewal) Agreement can ensure the continuous availability of the Premises and continuous provision of ancillary property management services to the Group to meet its needs.

The Directors (including the independent non-executive Directors) are of the view that the Lease Framework (Renewal) Agreement has been entered into on normal commercial terms and in the ordinary and usual course of business and that the terms of the Lease Framework (Renewal) Agreement and the annual caps for each of the years ending 31 December 2014, 31 December 2015 and 31 December 2016 are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(2) The Printing Services Framework (Renewal) Agreement

Date:	12 December 2013
Effective Period:	1 January 2014 to 31 December 2016 (both days inclusive)
Parties:	(1) The Company (and on behalf of the Group) as service recipient (2) Sichuan Publication Group (on behalf of its subsidiaries) as service provider
Nature of transaction:	The subsidiaries of Sichuan Publication Group shall provide publication printing services to the Group
Service fee:	The parties agreed that the fees for the publication printing services to be provided by the subsidiaries of Sichuan Publication Group under the Printing Services Framework (Renewal) Agreement shall be determined in a fair and reasonable manner, in accordance with normal commercial terms and shall not be higher than the fees for the same type of printing services provided by Independent Third Parties to the Group.
Payment term:	The fees for the publication printing services shall be settled by batches of the printing services provided by way of bank transfer.
Option to renew:	The Company and Sichuan Publication Group may renew the Printing Services Framework (Renewal) Agreement by entering into another written agreement.

Historical Transaction Value

For the years ended 31 December 2011 (the Existing Printing Services Framework Agreement was effective from 1 July 2011) and 31 December 2012 and for the ten months ended 31 October 2013, the total payment made by the Company in relation to the Existing Printing Services Framework Agreement amounted to RMB19,219,554, RMB23,931,000 and RMB10,811,866 respectively, and the previous proposed cap amounts of the Existing Printing Services Framework Agreement for each of the three years ending 31 December 2013 are RMB30,000,000, RMB50,000,000 and RMB50,000,000 respectively.

Annual caps and basis for determining the annual caps

In considering the annual caps for the Printing Services Framework (Renewal) Agreement, the Directors have considered a number of factors including (i) the integration of the Group's publication business, and the adjustment to the Group's operation mode of the printing of publications and the business process accordingly; (ii) the current scale of publication business of the Group and its anticipated growth; (iii) the anticipated increase in the costs for printing services in a reasonable pace. Having considered the above factors, the Directors propose that the annual caps under the Printing Services Framework (Renewal) Agreement for each of the three years ending 31 December 2016 shall be as follows:

Year ending 31 December 2014 *(RMB)*	**Year ending 31 December 2015** *(RMB)*	**Year ending 31 December 2016** *(RMB)*
38,000,000	40,000,000	42,000,000

Reasons for and Benefits of the Printing Services Framework (Renewal) Agreement

The subsidiaries of Sichuan Publication Group are the relatively large publishers in the regional market, and have extensive experience in printing publications in particular textbooks and supplemental learning materials. Due to the large scale of the publication business of the Group, as well as the significant publications and printings of textbooks and supplemental learning materials prior to every school term, the Group needs to secure high quality printing services providers (including the subsidiaries of Sichuan Publication Group) to provide printing services that can meet such needs. It is therefore an important business strategy for the Group to develop continuous collaborative cooperation relationship with the subsidiaries of Sichuan Publication Group with respect to the publication printing business. The arrangement under the Printing Services Framework (Renewal) Agreement can also improve the stability of the supply of publications for the Group.

The Directors (including the independent non-executive Directors) consider that the Printing Services Framework (Renewal) Agreement was entered into in the ordinary and usual course of business of the Company and on normal commercial terms, and the relevant annual caps stated above, the terms of the Printing Services Framework (Renewal) Agreement, which were arrived at after arm's length negotiations between the parties, and the arrangement under the Printing Services Framework (Renewal) Agreement are fair and reasonable and in the interests of the Company and the Shareholders taken as a whole.

THE CONNECTED RELATIONSHIP BETWEEN THE PARTIES

As at the date of this announcement, Sichuan Publishing Group is the wholly-owned subsidiary of Sichuan Development (the ultimate controlling shareholder of the Company). Accordingly, Sichuan Publishing Group is a connected person of the Company and therefore the transaction contemplated under each of the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

As each of the applicable percentage ratios (other than the profit ratio) for each of the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement is, on an annual basis, over 0.1% but less than 5%, each of the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement is only subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.56 of the Listing Rules and the articles of association of the Company, Mr. Gong Cimin, Mr. Luo Yong, Mr. Zhang Chengxing, Mr. Luo Jun and Mr. Zhang Peng may be regarded as having material interests in both the Lease Framework (Renewal) Agreement and the Printing Services Framework (Renewal) Agreement. As such, they have abstained from voting on the Board resolution for approving the said two agreements and the respective proposed annual cap amount for each of the three years ending 31 December 2016. Save for the aforementioned Directors, none of the Directors has any material interests in the said two agreements.

INFORMATION ON THE GROUP AND THE RELATED PARTIES

The Group is principally engaged in the retails of publications and electronic publications, wholesale of audio and visual products, production and distribution of electronic publications and audio and visual products, publications, assets management, commercial service as well as imports and exports of products for retail and wholesale use.

The Parent Company is a wholly State-owned enterprise established in the PRC and the controlling shareholder of the Company, thus a connected person of the Company under the Listing Rules. The Parent Company is principally engaged in the business of product wholesaling and retailing, leasing of properties, real estate investment, computer software and hotel services, etc.

Sichuan Publication Group is a limited liability company established in the PRC and is principally engaged in the investments in publication business and assets management, textbook publication, storage services, property management and leasing business, etc.

DEFINITIONS

In this announcement, the following terms shall have the meanings set out below, unless the context otherwise requires:

"Board"	the board of Directors
"Company"	Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the same meaning as ascribed to this term under the Listing Rules
"controlling shareholder"	has the same meaning as ascribed to this term under the Listing Rules

"Directors"	the directors of the Company
"Existing Lease Framework Agreement"	an agreement dated 29 December 2011 entered into between the Company and Sichuan Publication Group in connection with the leasing of the certain buildings and warehouses and provision of ancillary property management services from Sichuan Publication Group to the Group for the period from 1 April 2011 to 31 December 2013
"Existing Printing Services Framework Agreement"	an agreement dated 29 December 2011 entered into between the Company and Sichuan Publication Group in connection with the provision of publication printing services by the subsidiaries of Sichuan Publication Group to the Group for the period from 1 July 2011 to 31 December 2013
"Co-operation Products"	publications which are sold through the Sanzhou Co-operation Stores jointly operated by the Company and Sanzhou Xinhua Bookstores
"Government-subsidised Textbooks"	government textbooks that are used at primary and junior secondary schools, and are distributed free of charge to the education bureaus in the PRC (which then pass them on to primary and junior secondary schools) under the applicable governmental education subsidy program of the PRC
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	persons(s) or company(ies) which is(are) independent of the Directors, supervisors, substantial shareholders and chief executive (as defined under the Listing Rules) of the Company and its subsidiaries
"Mayang"	the list price of a book, as printed at the back of a book. The Mayang in relation to the Non-government-subsidised Products (excluding textbooks) are determined by the relevant publishers/manufacturers of those products. The Mayang in relation to all textbooks for primary and secondary schools, including Government-subsidised Textbooks and certain Non-government-subsidised Products which are textbooks are determined by reference to the pricing standards as prescribed by the relevant governmental authorities in the PRC
"Non-government-subsidised Products"	non-government-subsidised text books and supplementary materials, books of general interests and audio-visual products, excluding Government-subsidised Textbooks

"Lease Framework (Renewal) Agreement"	an agreement dated 12 December 2013 entered into between the Company and Sichuan Publication Group in connection with the leasing of the Premises and provision of ancillary property management services from Sichuan Publication Group and its subsidiaries to the Group for the period from 1 January 2014 to 31 December 2016
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Old Sanzhou Agency Agreement"	an agreement dated 3 December 2010 entered into between the Company and the Parent Company in respect of the provision of agency services by Sanzhou Xinhua Bookstores to the Company, for the period from 1 January 2011 to 31 December 2013 (both days inclusive)
"Old Sanzhou Supply Agreement"	an agreement dated 3 December 2010 entered into between the Company and the Parent Company in respect of (i) the provision of Non-government-subsidised Products to Sanzhou Xinhua Bookstores (excluding Sanzhou Co-operation Stores) by the Company; (ii) the provision of Co-operation Products to Sanzhou Co-operation Stores by the Company; and (iii) the provision of Government-subsidised Textbooks for primary and junior secondary schools in the Sanzhou Area to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores) by the Company, for the period from 1 January 2011 to 31 December 2013 (both days inclusive)
"Parent Company"	四川新華發行集團有限公司 (Sichuan Xinhua Publishing Group Co. Ltd.*), a wholly State-owned company established in the PRC, which is the controlling Shareholder of the Company and wholly-owned subsidiary of Sichuan Development
"percentage ratios"	has the same meaning as ascribed to this term under the Listing Rules
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
"Premises"	certain properties legally owned by Sichuan Publication Group and its subsidiaries with a total leased area of approximately 35,000 square metres located in Sichuan Province, the PRC
"Printing Services Framework (Renewal) Agreement"	an agreement dated 12 December 2013 entered into between the Company and Sichuan Publication Group in connection with the provision of publication printing services by the subsidiaries of Sichuan Publication Group to the Group for the period from 1 January 2014 to 31 December 2016

"Sanzhou Agency (Renewal) Agreement"	an agreement dated 12 December 2013 entered into between the Company and the Parent Company in respect of the agency services in connection with the provision of Sanzhou Products by Sanzhou Xinhua Bookstores to the Company, for a term of three years commencing on 1 January 2014 and expiring on 31 December 2016 (both days inclusive)
"Sanzhou Area"	the three autonomous prefectures of A Ba, Ganzi and Liangshan in the Sichuan Province of the PRC
"Sanzhou Co-operation Stores"	certain retail stores of Sanzhou Xinhua Bookstores managed by the Company and Sanzhou Xinhua Bookstores under joint operation of bookstores whereby both parties are responsible for the supply of books
"Sanzhou Products"	Government-subsidised Textbooks and Non-government-subsidised Products specified by suppliers of the Company to be printed or manufactured in the Sanzhou Area
"Sanzhou Supply (Renewal) Agreement"	an agreement dated 12 December 2013 entered into between the Company and the Parent Company, pursuant to which the Company shall provide (i) Non-government-subsidised Products to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores); (ii) Government-subsidised Textbooks to Sanzhou Xinhua Bookstores (excluding the Sanzhou Co-operation Stores); and (iii) Co-operation Products to Sanzhou Co-operation Stores in the Sanzhou Area, for a term of three years commencing on 1 January 2014 and expiring on 31 December 2016 (both days inclusive)
"Sanzhou Xinhua Bookstores"	新華書店 (Xinhua Bookstores*) located within the Sanzhou Area as of the date of this Announcement and the business of which are continued to be managed and operated by the Parent Company
"Shareholder(s)"	shareholder(s) of the Company
"Sichuan Development"	Sichuan Development Holding Co., Ltd.* (四川發展(控股)有限責任公司), a state-owned entity established in the PRC and the ultimate controlling shareholder of the Company
"Sichuan Publication Group"	Sichuan Publication Group Co., Ltd.* (四川出版集團有限責任公司), a limited liability company established in the PRC and wholly-owned subsidiary of Sichuan Development
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiaries"	has the meaning as ascribed to this term under the Listing Rules

"substantial shareholder"	has the meaning as ascribed to this term under the Listing Rules
"RMB"	Renminbi, the lawful currency of the PRC
"%"	per cent.

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

Sichuan, PRC, 12 December 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*