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, DOMESTIC SHARES CLASS MEETING AND H SHARES CLASS MEETING HELD ON 7 MARCH 2014

Reference is made to the circular (the "**Circular**") of Xinhua Winshare Publishing and Media Co., Ltd. (the "**Company**") dated 21 January 2014. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

I. EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting (the "**EGM**") of the Company was held at 9:00 a.m. on Friday, 7 March 2014 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**"). The convening of the EGM was in accordance with the Company Law of the PRC and the articles of association (the "**Articles of Association**") of the Company.

As at the date of the EGM, the total issued share capital of the Company comprised of 1,135,131,000 shares (the "**Shares**") entitling the holders to attend the EGM and vote for or against the resolutions put forward at the EGM (the "**EGM Resolutions**"). Shareholders holding an aggregate of 770,910,751 voting Shares, representing approximately 67.9138% of the total issued shares of the Company, attended the EGM either in person or by proxy. No shareholder was required to abstain from voting on the EGM Resolutions. There was no Share entitling the holder to attend the meeting and vote only against the EGM Resolutions. Votes on all the EGM Resolutions were taken by 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:

Special Resolutions		Votes (%)	
		For	Against
1.	Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, to approve the issue of A Shares by the Company and to approve and confirm each of the terms and conditions of the A Share Issue (please refer to the Notice of EGM for the full text of this resolution);	770,660,751 (99.9676%)	250,000 (0.0324%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
2.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings, the Board's authorization to process the A Share Issue and the related matters be renewed in accordance with the relevant requirements of the CSRC, Hong Kong Stock Exchange and Shanghai Stock Exchange (please refer to the Notice of EGM for the full text of this resolution);	770,660,751 (99.9676%)	250,000 (0.0324%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
3.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendment to the Articles of Association (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the Articles of Association;	770,660,751 (99.9676%)	250,000 (0.0324%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

Special Resolutions		Votes (%)	
		For	Against
4.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the Dividends Distribution Plan (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the Dividends Distribution Plan;	770,660,751 (99.9676%)	250,000 (0.0324%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
5.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the Proposed Share Price Stabilization Plan of the A Shares of the Company (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of the Proposed Share Price Stabilization Plan of the A Shares as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of relevant PRC regulatory authorities and to deal with other related issues arising from the adoption of the Proposed Share Price Stabilization Plan of the A Shares;	770,660,751 (99.9676%)	250,000 (0.0324%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

Special Resolutions		Votes (%)	
		For	Against
6.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the undertakings to be made by the Company in the A Shares listing document (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such undertakings (such amendments will not be required to be approved by the Shareholders) and to execute all such documents and/ or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the undertakings, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of the relevant PRC regulatory authorities and to deal with other related issues arising from the undertakings.	770,660,751 (99.9676%)	250,000 (0.0324%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

II. DOMESTIC SHARES CLASS MEETING

The domestic shares class meeting (the "**Domestic Shares Class Meeting**") of the Company was held at 9:30 a.m. on Friday, 7 March 2014 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. The convening of the Domestic Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the Domestic Shares Class Meeting, the total issued domestic shares of the Company comprised of 693,193,900 shares (the "**Domestic Shares**") entitling the holders to attend the Domestic Shares Class Meeting and vote for or against the resolutions put forward at the Domestic Shares Class Meeting (the "**Domestic Shares Class Meeting Resolutions**"). Shareholders holding an aggregate of 693,193,900 voting Domestic Shares, representing approximately 100% of the total issued Domestic Shares of the Company, attended the Domestic Shares Class Meeting either in person or by proxy. No holder of Domestic Shares was required to abstain from voting on the Domestic Shares Class Meeting Resolutions. There was no Domestic Share entitling the holder to attend the meeting and vote only against the Domestic Shares Class Meeting Resolutions. Votes on all the Domestic Shares Class Meeting Resolutions were taken by 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 Domestic Shares Class Meeting.

The poll results in respect of the resolutions passed at the Domestic Shares Class Meeting were as follows:

Special Resolutions		Votes (%)	
		For	Against
1.	Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, to approve the issue of A Shares by the Company and each of the terms and conditions of the A Share Issue (please refer to the Notice of Domestic Shares Class Meeting for the full text of this resolution);	693,193,900 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
2.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the Proposed Share Price Stabilization Plan of the A Shares of the Company (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of the Proposed Share Price Stabilization Plan of the A Shares as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of relevant PRC regulatory authorities and to deal with other related issues arising from the adoption of the Proposed Share Price Stabilization Plan of the A Shares;	693,193,900 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
3.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the undertaking to be made by the Company in the A Shares listing document (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such undertaking (such amendments will not be required to be approved by the Shareholders) and to execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the undertaking, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of the relevant PRC regulatory authorities and to deal with other related issues arising from the undertaking.	693,193,900 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

III. H SHARES CLASS MEETING

The H shares class meeting (the "**H Shares Class Meeting**") of the Company was held at 9:45 a.m. on Friday, 7 March 2014 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. The convening of the H Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the H Shares Class Meeting, the total issued H shares of the Company comprised of 441,937,100 shares (the "**H Shares**") entitling the holders to attend the H Shares Class Meeting and vote for or against the resolutions put forward at the H Shares Class Meeting (the "**H Shares Class Meeting Resolutions**"). Shareholders holding an aggregate of 77,716,851 voting H Shares, representing approximately 17.5855% of the total issued H Shares of the Company, attended the H Shares Class Meeting either in person or by proxy. No holder of H Shares was required to abstain from voting on the H Shares Class Meeting Resolutions. There was no H Share entitling the holder to attend the meeting and vote only against the H Shares Class Meeting Resolutions. Votes on all the H Shares Class Meeting Resolutions were taken by 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 H Shares Class Meeting.

The poll results in respect of the resolutions passed at the H Shares Class Meeting were as follows:

Special Resolutions		**Votes (%)**	
		For	**Against**
1.	Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, to approve the issue of A Shares by the Company and approve and confirm each of the following terms and conditions of the A Share Issue (please refer to the Notice of H Shares Class Meeting for the full text of this resolution);	77,466,851 (99.6783%)	250,000 (0.3217%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
2.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the Proposed Share Price Stabilization Plan of the A Shares of the Company (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of the Proposed Share Price Stabilization Plan of the A Shares as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of relevant PRC regulatory authorities and to deal with other related issues arising from the adoption of the Proposed Share Price Stabilization Plan of the A Shares;	77,466,851 (99.6783%)	250,000 (0.3217%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

Special Resolutions		Votes (%)	
		For	Against
3.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the undertaking to be made by the Company in the A Shares listing document (details of which have been set out in the Circular), and to authorize the Board to modify the wordings of such undertaking (such amendments will not be required to be approved by the Shareholders) and to execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the undertaking, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of the relevant PRC regulatory authorities and to deal with other related issues arising from the undertaking.	77,466,851 (99.6783%)	250,000 (0.3217%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

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

Sichuan, the PRC, 7 March 2014

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. Han Liyan, Mr. Mo Shixing and Mr. Mak Wai Ho as independent non-executive Directors.

* *For identification purposes only*