Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules.

As a result of the expansion of the Company's joint operations business under retailing, the Board proposed to make certain amendments to the Existing Articles of Association and the Articles of Association (A Shares) to reflect the expansion of business scope of the Company as a result of operational needs.

The proposed amendments to the Existing Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities.

The proposed amendments to the Articles of Association (A Shares) are also subject to the approval of the Shareholders by way of special resolution at the EGM and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities, and will be effective upon the completion of the issue of A Shares of the Company and from the date of listing on the Shanghai Stock Exchange.

A circular containing the further details on the proposed amendments to the Existing Articles of Association and the proposed amendments to the Articles of Association (A Shares) and the notice of the EGM will be sent to the Shareholders on or around 23 May 2014 in accordance with the Listing Rules and the Existing Articles of Association.

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Reference is made to the announcements of Xinhua Winshare Publishing and Media Co., Ltd. (the "**Company**") dated 16 January 2013 and 7 March 2014, and the circulars of the Company dated 5 February 2013 and 21 January 2014 in relation to, amongst others, the proposed amendments to the articles of association, which were approved by the shareholders of the Company (the "**Shareholders**") at the extraordinary general meeting held on 7 March 2014, subject to the completion of issue of the domestic ordinary shares of the Company of RMB1.00 each (the "**A Shares**") (the "**Articles of Associations (A Shares)**").

As a result of the expansion of the Company's joint operations business under retailing, the board of directors (the "**Board**") of the Company proposed to make certain amendments to the existing articles of association (the "**Existing Articles of Association**") and the Articles of Association (A Shares) to reflect the expansion of business scope of the Company as a result of operational needs. The proposed amendments to the Existing Articles of Association are subject to the approval of the Shareholders by way of special resolution at the forthcoming extraordinary general meeting (the "**EGM**") of the Company and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities. The proposed amendments to the Articles of Association (A Shares) are also subject to the approval of the Shareholders by way of special resolution at the EGM and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities, and will be effective upon the completion of the issue of A Shares of the Company and from the date of listing on the Shanghai Stock Exchange.

I. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

A. Article 7 of the Existing Articles of Association

"The Articles of Association (the "**Articles of Association**") are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting held on 13 May 2005, the extraordinary general meeting held on 26 April 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011 and the extraordinary general meeting held on 29 September 2011 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the extraordinary general meeting held on 20 December 2012.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

Proposed to be amended as:

"The Articles of Association (the "**Articles of Association**") are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting held on 13 May 2005, the extraordinary general meeting held on 26 April 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011, the extraordinary general meeting held on 29 September 2011 and the extraordinary general meeting held on 20 December 2012 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association has become effective and supersede the Original Articles of Association from the date of passing the Articles of Association at the extraordinary general meeting held on 10 July 2014.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

B. Article 11 of the Existing Articles of Association

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, limits branch office management) (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

Proposed to be amended as:

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, limits branch office management); **printing of publications**, **printed matters of package and decoration and other printed matters;** (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business; **vocational skills training and education ancillary services** (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (A SHARES)

A. Article 7 of the Articles of Association (A Shares)

"The Articles of Association are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting for 2005, the first extraordinary general meeting for 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011, the extraordinary general meeting held on 29 September 2011, the extraordinary general meeting held on 20 December 2012 and the extraordinary general meeting held on 8 March 2013 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association passed by way of special resolution at the extraordinary general meeting held on 7 March 2014 (the "**Articles of Association**") has become effective and supersede the Original Articles of Association with the approval from the relevant authorities of the State from the date on which the RMB ordinary shares (the "**A Shares**") of the Company are listed on the Shanghai Stock Exchange.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

Proposed to be amended as:

"The Articles of Association are formulated by the Company based on the amendments to the Articles of Association (the "**Original Articles of Association**") passed at the inauguration meeting of the Company and subsequently amended at the extraordinary general meeting for 2005, the first extraordinary general meeting for 2006, the extraordinary general meeting held on 22 April 2007, the annual general meeting held on 16 June 2009, the annual general meeting held on 9 June 2010, the extraordinary general meeting held on 20 August 2010, the extraordinary general meeting held on 18 January 2011, the extraordinary general meeting held on 29 September 2011, the extraordinary general meeting held on 20 December 2012, the extraordinary general meeting held on 8 March 2013 and the extraordinary general meeting held on 7 March 2014 pursuant to the Company Law, the Securities Law and other laws and administrative regulations of the State.

The Articles of Association passed by way of special resolution at the extraordinary general meeting held on 10 July 2014 (the "**Articles of Association**") has become effective and supersede the Original Articles of Association with the approval from the relevant authorities of the State from the date on which the RMB ordinary shares (the "**A Shares**") of the Company are listed on the Shanghai Stock Exchange.

From the effective date onwards, the Articles of Association shall be the legally binding document governing the Company's organizational structure and behavior, and the rights and obligations between the Company and shareholders, and among the shareholders."

B. Article 11 of the Articles of Association (A Shares)

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, limits branch office management) (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

Proposed to be amended as:

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, limits branch office management); **printing of publications**, **printed matters of package and decoration and other printed matters;** (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business; **vocational skills training and education ancillary services** (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

A circular containing the further details on the proposed amendments to the Existing Articles of Association and the proposed amendments to the Articles of Association (A Shares) and the notice of the extraordinary general meeting will be sent to the Shareholders on or around 23 May 2014 in accordance with the Listing Rules and the Existing Articles of Association.

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

Sichuan, the PRC, 14 May 2014

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*