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 2014

Reference is made to the circular (the "**Circular**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 23 May 2014. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The extraordinary general meeting (the "**EGM**") of the Company was held at 9:30 a.m. on Thursday, 10 July 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 number of issued shares of the Company (the "**Shares**") is 1,135,131,000 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 760,256,142 voting Shares, representing approximately 66.98% 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		No. of Votes (%)	
		FOR	AGAINST
1.	The proposed amendments to the Existing Articles of Association be approved and confirmed (details of which have been set out in the section headed "Proposed Amendments to the Existing Articles of Association" in the "Letter from the Board" of the Circular), and the Board be authorized to modify the wordings of such amendments as appropriate (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 proposed amendments, comply with 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 Existing Articles of Association.	760,006,142 (99.96712%)	250,000 (0.03288%)
	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 completion of the A Share Issue, the proposed amendments to the Articles of Association (A Shares) be approved and confirmed (details of which have been set out in the section headed "Proposed Amendments to the Articles of Association (A Shares)" in the "Letter from the Board" of the Circular), and the Board be authorized to modify the wordings of such amendments as appropriate (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 proposed amendments, comply with 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 Articles of Association (A Shares).	760,006,142 (99.96712%)	250,000 (0.03288%)
	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, PRC, 10 July 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*