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)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (A SHARES) AND THE GENERAL MEETING RULES (A SHARES); AND (2) PROPOSED FORMULATION OF THE REMEDIAL MEASURES AND COMMITMENTS

Reference is made to the announcements of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 16 January 2013 and 14 May 2014 and the circulars of the Company dated 5 February 2013, 21 January 2014 and 23 May 2014 in relation to, among others, amendments to the Articles of Association of the Company (the "**Articles of Association (A Shares)**") and amendments to the general meeting rules of the Company (the "**General Meeting Rules (A Shares)**"). The aforesaid amendments have been approved by the shareholders (the "**Shareholders**") of the Company at the extraordinary general meetings held on 8 March 2013, 7 March 2014 and 10 July 2014 and will be effective upon the completion of the proposed issue (the "**A Share Issue**") of domestic ordinary share(s) ("**A Shares**") of the Company of RMB1.00 each.

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (A SHARES) AND THE GENERAL MEETING RULES (A SHARES)

In June 2014, the China Securities Regulatory Commission revised *the Guidelines for the Articles of Association of Listed Companies (as amended in 2006) (《上市公司章程指引(2006年修訂)》)* and *the Rules for the General Meetings of Shareholders of Listed Companies (《上市公司股東大會規則》)* in accordance with the *Opinions of the General Office of the State Council on Further Strengthening the Protection of Legitimate Rights and Interests of Small and Medium Investors in Capital Market (《國務院辦公廳關於進一步加强資本市場中小投資者合法權益保護工作的意見》)* (Guo Ban Fa [2013] No.110) (the "**Opinions on the Protection**") and *Guiding Opinions of the State Council on Carrying out the Pilot Program of Preferred Shares (《國務院關於開展優先股試點的指導意見》)* (Guo Fa [2013] No.46). To be in line with the revised *Guidelines for the Articles of Association of Listed Companies* and *the Rules for the General Meetings of Shareholders of Listed Companies*, the Board (the "**Board**") of directors (the "**Directors**") of the Company proposes corresponding amendments to the Articles of Association (A Shares) and the General Meeting Rules (A Shares).

(2) PROPOSED FORMULATION OF THE REMEDIAL MEASURES AND COMMITMENTS

According to the *Opinions on the Protection*, any IPO by any company, refinancing activity by any listed company or merger, acquisition and reorganization by any company that could cause dilution to current returns shall make commitments and take actions in formulating measures in relation to making up for dilution to current returns. In order to comply with the above mentioned requirement, the Board proposes to formulate the Remedial Measures and Commitments for Dilution of Current Returns (the "**Remedial Measures and Commitments**").

Details of the proposed amendments to the Articles of Association (A Shares) and the General Meeting Rules (A Shares) and the proposed formulation of the Remedial Measures and Commitments will be set out in the circular to be dispatched to the Shareholders.

EXTRAORDINARY GENERAL MEETING

The proposed amendments to the Articles of Association (A Shares) and the General Meeting Rules (A Shares) and the proposed formulation of the Remedial Measures and Commitments are subject to the approval of the Shareholders by way of special resolutions at the extraordinary general meeting (the "**EGM**") and all necessary approvals, authorizations or registration having been obtained from or filed with the relevant government or regulatory authorities (if applicable), and will be effective upon the completion of the A Share Issue of the Company and from the date of listing on the Shanghai Stock Exchange.

The Company will convene the EGM for the purpose of, among other things, seeking the Shareholders' approval on the proposed amendments to the Articles of Association (A Shares) and the General Meeting Rules (A Shares) and the proposed formulation of the Remedial Measures and Commitments.

A circular containing, among others, further details of the proposed amendments to the Articles of Association (A Shares) and the General Meeting Rules (A Shares) and the proposed formulation of the Remedial Measures and Commitments will be sent to the Shareholders as soon as practicable in accordance with the Listing Rules.

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*