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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 26 AUGUST 2014

Reference is made to the circular (the "**Circular**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 31 July 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 9:00 a.m. on Tuesday, 26 August 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 760,600,972 voting Shares, representing approximately 67.01% of the total issued share capital of the Company, attended the EGM either in person or by proxy. As disclosed in the Circular, save for Sichuan Publication Group and its associate (Sichuan Xinhua Publishing Group), no other Shareholders of the Company shall abstain from voting or be subject to any voting restrictions in respect of the ordinary resolution No. 1. Regarding special resolutions No. 2 to No. 5, no Shareholders shall abstain from voting or be subject to any voting restrictions in respect of such 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:

<table>
<tr><th colspan="2" rowspan="2">ORDINARY RESOLUTION</th><th colspan="2">No. of Votes (%)</th></tr>
<tr><th>FOR</th><th>AGAINST</th></tr>
<tr><td>1.</td><td>To consider and approve the performance and implementation of the equity transfer agreement ("Equity Transfer Agreement") in relation to the disposal of 3% equity interest in Sichuan Wenzhuo together with the terms and conditions thereof, the transactions contemplated thereunder (details of which are set out in Circular); and any one of the Directors be and are hereby authorised to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Equity Transfer Agreement, and to make and agree such variations of a non-material nature to any of the terms of the Equity Transfer Agreement they may in their discretion consider to be desirable and in the interests of the Company and Shareholders as a whole and all the Directors' acts as aforesaid.</td><td>117,264,369
(85.75748%)</td><td>19,475,151
(14.24252%)</td></tr>
<tr><td colspan="4">As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.</td></tr>
<tr><th colspan="2" rowspan="2">SPECIAL RESOLUTIONS</th><th colspan="2">No. of Votes (%)</th></tr>
<tr><th>FOR</th><th>AGAINST</th></tr>
<tr><td>2.</td><td>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 to be set out in 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);</td><td>741,125,821
(97.43950%)</td><td>19,475,151
(2.56050%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
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<tr><th colspan="2" rowspan="2">SPECIAL RESOLUTIONS</th><th colspan="2">No. of Votes (%)</th></tr>
<tr><th>FOR</th><th>AGAINST</th></tr>
<tr><td>3.</td><td>Subject to the completion of the A Share Issue, the proposed amendments to the General Meeting Rules (A Shares) be approved and confirmed (details of which to be set out in 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 General Meeting Rules (A Shares);</td><td>741,125,821
(97.43950%)</td><td>19,475,151
(2.56050%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
<tr><td>4.</td><td>Subject to the completion of the A Share Issue, the formulation of the Remedial Measures and Commitments for Dilution of Current Returns (the "Remedial Measures and Commitments") be approved and confirmed (details of which to be set out in the Circular), and the Board be authorized to modify the wordings of Remedial Measures and Commitments 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 formulation of Remedial Measures and Commitments; and</td><td>741,125,821
(97.43950%)</td><td>19,475,151
(2.56050%)</td></tr>
<tr><td colspan="4">As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.</td></tr>
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SPECIAL RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
5.	Subject to the completion of the A Share Issue, under the specific rules and requirements that will be issued by regulatory bodies, such as the China Securities Regulatory Commission and Shanghai Stock Exchange, the Board be approved and authorized to supplement, revise and improve the Remedial Measures and Commitments 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 supplementation, revision and improvement, 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 revision of the Remedial Measures and Commitments.	741,125,821 (97.43950%)	19,475,151 (2.56050%)
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, 26 August 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*