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**WINSHARE**

**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)**

**RESIGNATION OF JOINT COMPANY SECRETARY, CHANGE OF  
ALTERNATE AUTHORISED REPRESENTATIVE UNDER  
THE LISTING RULES AND AUTHORISED REPRESENTATIVE UNDER  
THE HONG KONG COMPANIES ORDINANCE**

The board of directors (the “**Board**”) of Xinhua Winshare Publishing and Media Co., Ltd. (the “**Company**”) announces that Mr. Ngai Wai Fung (“**Mr. Ngai**”) has tendered his resignation as one of the Company’s joint company secretaries, an alternate authorised representative under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and authorised representative under the Hong Kong Companies Ordinance with effect from 1 December 2010 due to his personal pursuits and development. Mr. Ngai confirmed that he has no disagreement with the Board and there are no circumstances relating to his resignation which need to be brought to the attention of the Stock Exchange and/or the shareholders of the Company.

After Mr. Ngai’s resignation, Mr. You Zugang, the other joint company secretary of the Company who meets the requirements of a company secretary under Rule 8.17(3) of the Listing Rules, will continue to act as the company secretary of the Company.

The Board announces that Ms. Ma Sau Kuen Gloria has been appointed as the alternate authorised representative under the Listing Rules and authorised representative under the Hong Kong Companies Ordinance of the Company with effect from 1 December 2010.

The Board would like to thank Mr. Ngai for his contribution to the Company during his period of service.

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

Sichuan, the PRC, 1 December 2010

*As at the date of this announcement, the Board comprises (a) Mr. Gong Cimin and Mr. Zhang Bangkai as executive Directors; (b) Ms. Wang Jianping, Mr. Yu Changjiu, Mr. Li Jiawei, Mr. Luo Jun, Mr. Wu Qiang, Mr. Zhang Chengxing, Mr. Zhao Junhuai and Mr. Zhao Miao as non-executive Directors; and (c) Mr. Han Xiaoming, Mr. Cheng Sanguo and Mr. Chan Yuk Tong as independent non-executive Directors.*

*\* For identification purposes only*