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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 CHANGE OF AUDITORS

The Board announces that it has resolved to propose the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the sole auditor of the Company for the year 2011 which is subject to the approval by the Shareholders at the 2010 AGM.

The board of directors (the “**Board**”) of Xinhua Winshare Publishing and Media Co., Ltd. (the “**Company**”) hereby announces that Ernst & Young (“**EY**”) and ShineWing Certified Public Accountants (“**ShineWing**”) have resigned as the international and the PRC auditors of the Company respectively with effect from 6 April 2011.

The change of auditors was to improve the efficiency and reduce the cost of the Company. The Board has resolved to propose the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the sole auditor of the Company for the year 2011 undertaking the role of the international auditor as well as the PRC auditor of the Company in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which is subject to the approval by the shareholders of the Company (the “**Shareholders**”) at the 2010 annual general meeting (“**2010 AGM**”).

Both EY and ShineWing have confirmed in writing that there were no matters in connection with their resignations that should be brought to the attention of the Shareholders. The Board also confirmed that there were no relevant matters that should be brought to the attention of the Shareholders. The Board further confirmed that there are no disagreements or unresolved matters between the Company and EY and ShineWing regarding the change of auditors of the Company.

A circular containing details of the change of auditors, together with a notice of 2010 AGM will be dispatched to the Shareholders as soon as practicable.

The Board would like to express its appreciation for the services of both EY and ShineWing provided to the Company in the past years.

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

Sichuan, the PRC, 6 April 2011

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*