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新華文軒出版傳媒股份有限公司

WIN SHARE

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 13 JULY 2017

References are made to (i) the notice of the extraordinary general meeting of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 29 May 2017 (the “**Notice**”); (ii) the circular of the Company dated 29 May 2017 (the “**Circular**”); and (iii) the announcement of the Company dated 28 June 2017. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board confirms that there are no false representations, misleading statements or material omissions in this announcement, and they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting of the Company (the “**EGM**”) was held at Xinhua Hotel, No. 29 Jiangnan Road, Xinhua Street, Qingyang District, Chengdu, Sichuan, the PRC at 10:00 a.m. on Thursday, 13 July 2017.

Shareholders holding a total of 1,233,841,000 Shares, representing 100% of the total issued share capital of the Company, were entitled to attend and vote on the resolution proposed at the EGM (the “**EGM Resolution**”). There were no restrictions on any Shareholder casting votes on the EGM Resolution at the EGM. No Shareholder was required to abstain from voting on the EGM Resolution. There was no Share entitling the holder to attend and vote only against the EGM Resolution.

Shareholders and proxies who attended the EGM held a total of 830,793,038 Shares carrying voting rights of the Company, representing 67.333881% of the total number of Shares carrying voting rights of the Company. The EGM Resolution was put to vote by way of poll. Onsite voting and online voting (for A Shares only) were both adopted at the EGM. The voting was in compliance with relevant requirements of the Company Law of the PRC and the Articles of Association.

Number of Shareholders and proxies who attended the EGM	8
Of which: Number of A Shareholders	7
Number of H Shareholders	1
Total number of Shares carrying voting rights held by Shareholders	830,793,038
Of which: Total number of Shares held by A Shareholders	694,309,344
Total number of Shares held by H Shareholders	136,483,694
Percentage of the total number of Shares carrying voting rights of the Company(%)	67.333881
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	56.272189
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	11.061692

Note: Shareholders who attended the EGM include Shareholders attending the on-site meeting and A Shareholders attending the EGM through online voting.

The EGM was chaired by Mr. He Zhiyong, Chairman of the Company. 7 out of the 9 Directors attended the EGM, while executive Director Mr. Luo Yong and independent non-executive Director Mr. Chan Yuk Tong were unable to attend the meeting due to other unexpected business commitments and illness, respectively. 4 out of the 6 supervisors of the Company attended the EGM, while supervisors Mr. Li Xu and Ms. Liu Mixia were unable to attend the meeting due to illness and other business commitments, respectively. Certain members of the senior management of the Company and the secretary to the Board also attended the EGM.

The poll results in respect of the EGM Resolution passed at the EGM were as follows:

Special resolution		Category of Shareholders	For		Against		Abstain	
			Number of Shares voted	Percentage %	Number of Shares voted	Percentage %	Number of Shares voted	Percentage %
1	To consider and approve the proposed amendments to the articles of association of the Company set out in the circular of the Company dated 29 May 2017, and to authorise the board of directors of the Company (the “Board”) to deal with, on behalf of the Company, all relevant applications, approvals, registrations, filings and other related procedures or issues arising from the amendments to the articles of association of the Company and to make further amendments (if necessary) according to the requirements of relevant government or regulators.	A Shareholders	694,309,344	100.000000	0	0.000000	0	0.000000
		H Shareholders	136,483,694	100.000000	0	0.000000	0	0.000000
		Total	830,793,038	100.000000	0	0.000000	0	0.000000
As more than two-thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.								

Computershare Hong Kong Investor Services Limited, the Company’s H Share Registrar, in conjunction with Beijing Guantao (Chengdu) Law Firm, the Company’s PRC legal adviser, acted as scrutineers for the vote-taking at the EGM.

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
He Zhiyong
Chairman

Sichuan, the PRC, 13 July 2017

As at the date of this announcement, the Board comprises (a) Mr. He Zhiyong, Mr. Luo Yong and Mr. Yang Miao as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Han Xiaoming as non-executive Directors; and (c) Mr. Han Liyan, Mr. Chan Yuk Tong and Ms. Xiao Liping as independent non-executive Directors.

* For identification purposes only