


**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy):** 31/07/2017

To: Hong Kong Exchanges and Clearing Limited

 Name of Issuer Xinhua Winshare Publishing and Media Co., Ltd.

 Date Submitted 01/08/2017
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

|   |                              |                        |                               |  |
|---|------------------------------|------------------------|-------------------------------|--|
| (1) Stock code: <u>811</u>                              | Description: <u>H Shares</u> |                        |                               |  |
|   |                              | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                     |                              | <u>441,937,100</u>     | <u>RMB1.00</u>                | <u>RMB441,937,100.00</u>                     |
| Increase/(decrease)                                     |                              | <u>Nil</u>             |                               | <u>Nil</u>                                   |
| Balance at close of the month                           |                              | <u>441,937,100</u>     | <u>RMB1.00</u>                | <u>RMB441,937,100.00</u>                     |
| (2) Stock code: <u>601811 (Shanghai Stock Exchange)</u> | Description: <u>A Shares</u> |                        |                               |  |
|   |                              | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                     |                              | <u>791,903,900</u>     | <u>RMB1.00</u>                | <u>RMB791,903,900.00</u>                     |
| Increase/(decrease)                                     |                              | <u>Nil</u>             |                               | <u>Nil</u>                                   |
| Balance at close of the month                           |                              | <u>791,903,900</u>     | <u>RMB1.00</u>                | <u>RMB791,903,900.00</u>                     |

## 2. Preference Shares

|                                     |                    |                             |  |
|-------------------------------------|--------------------|-----------------------------|--|
| Stock code: _____                   | Description: _____ |                             |  |
|                                     |                    | No. of preference<br>shares | Par value<br>( <i>State currency</i> )                   |
|                                     |                    |                             | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month |                    | _____                       | _____  |
| Increase/(decrease)                 |                    | _____                       | _____  |
| Balance at close of the month       |                    | _____                       | _____  |

## 3. Other Classes of Shares

|                                     |                    |                                   |  |
|-------------------------------------|--------------------|-----------------------------------|--|
| Stock code: _____                   | Description: _____ |                                   |  |
|                                     |                    | No. of other classes<br>of shares | Par value<br>( <i>State currency</i> )                   |
|                                     |                    |                                   | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month |                    | _____                             | _____  |
| Increase/(decrease)                 |                    | _____                             | _____  |
| Balance at close of the month       |                    | _____                             | _____  |

Total authorised share capital at the end of the month (*State currency*):**RMB1,233,841,000.00**

## II. Movements in Issued Share Capital

|                                      | No. of ordinary shares |             | No. of preference shares | No. of other classes of shares |
|--------------------------------------|------------------------|-------------|--------------------------|--------------------------------|
|                                      | H Shares               | A Shares    |                          |                                |
| Balance at close of preceding month  | 441,937,100            | 791,903,900 | N/A                      | N/A                            |
| Increase/(decrease) during the month | Nil                    | Nil         | N/A                      | N/A                            |
| Balance at close of the month        | 441,937,100            | 791,903,900 | N/A                      | N/A                            |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |                            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|----------------------------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed                     |  |   |
| 1.<br>_____<br>_____<br>_____<br>( / / )<br>_____ shares<br>(Note 1)                                     | _____                     | _____     | _____     | _____                      | _____  | _____   |
| 2.<br>_____<br>_____<br>_____<br>( / / )<br>_____ shares<br>(Note 1)                                     | _____                     | _____     | _____     | _____                      | _____  | _____   |
| 3.<br>_____<br>_____<br>_____<br>( / / )<br>_____ shares<br>(Note 1)                                     | _____                     | _____     | _____     | _____                      | _____  | _____   |
|  |                           |           |           | Total A. (Ordinary shares) | Nil  |   |
|  |                           |           |           | (Preference shares)        | N/A  |   |
|  |                           |           |           | (Other class)              | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           | Nil                        |  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry – dd/mm/yyyy)  | Currency<br>of nominal<br>value | Nominal<br>value at<br>close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal<br>value at<br>close of the<br>month | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|---|----------------------------------|--|--|---|
| 1.<br>_____<br>_____  | _____                           | _____   | _____                            | _____  | _____  | _____   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable<br>(Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____  | _____  | _____   |
| 2.<br>_____<br>_____  | _____                           | _____   | _____                            | _____  | _____  | _____   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable<br>(Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____  | _____  | _____   |
| 3.<br>_____<br>_____  | _____                           | _____   | _____                            | _____  | _____  | _____   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable<br>(Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____  | _____  | _____   |
| 4.<br>_____<br>_____  | _____                           | _____   | _____                            | _____  | _____  | _____   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable<br>(Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____  | _____  | _____   |
| Total B. (Ordinary shares)  |                                 |   |                                  |  | Nil  |   |
| (Preference shares)   |                                 |   |                                  |  | N/A  |   |
| (Other class)   |                                 |   |                                  |  | N/A  |   |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1.<br>_____<br>_____<br>_____                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)              |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2.<br>_____<br>_____<br>_____                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)              |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3.<br>_____<br>_____<br>_____                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)              |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4.<br>_____<br>_____<br>_____                  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable (Note 1)              |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares)   | Nil  |   |
|  |                                |                                    |                            | (Preference shares)          | N/A  |   |
|  |                                |                                    |                            | (Other class)                | N/A  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| Total D. (Ordinary shares)  | Nil  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

## Other Movements in Issued Share Capital

| Type of Issue   |           |                |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|-----------|----------------|--|--|---|
| 1. Rights issue | At price: | State currency | Class of shares issuable<br><i>(Note 1)</i> _____<br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 2. Open offer   | At price: | State currency | Class of shares issuable<br><i>(Note 1)</i> _____<br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 3. Placing      | At price: | State currency | Class of shares issuable<br><i>(Note 1)</i> _____<br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 4. Bonus issue  |           |                | Class of shares issuable<br><i>(Note 1)</i> _____<br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |

| Type of Issue           |           |                |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|-----------|----------------|--|--|---|
| 5. Scrip dividend       | At price: | State currency | Class of shares issuable<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 6. Repurchase of shares |           |                | Class of shares repurchased<br><i>(Note 1)</i><br>Cancellation date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)     | _____  | _____   |
| 7. Redemption of shares |           |                | Class of shares redeemed<br><i>(Note 1)</i><br>Redemption date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | _____  | _____   |
| 8. Consideration issue  | At price: | State currency | Class of shares issuable<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |



| Type of Issue              |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)   | _____  | _____   |
| 10. Other (Please specify) | At price: _____ State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
|                            |  | Total E. (Ordinary shares)   | Nil   |
|                            |  | (Preference shares)  | N/A   |
|                            |  | (Other class)  | N/A   |

|   |     |     |
|---|-----|-----|
| Total increase/(decrease) in ordinary shares during the month (i.e. Total of A to E):                                   | (1) | Nil |
|   | (2) | Nil |
| Total increase/(decrease) in preference shares during the month (i.e. Total of A to E):                                 |     | N/A |
| Total increase/(decrease) in other classes of shares during the month (i.e. Total of A to E):                           |     | N/A |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> |     |     |

Remarks (if any):

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Submitted by: He Zhiyong

Title: Chairman  
(Director, Secretary or other duly authorised officer)

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*Notes:*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*