

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 DECEMBER 2017; (II) CHANGE OF MEMBERS OF THE BOARD; AND (III) CHANGE OF MEMBERS OF THE SUPERVISORY COMMITTEE

References are made to (i) the announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 30 October 2017 in relation to the proposed amendments to the Articles of Association; (ii) the announcement dated 30 November 2017 in relation to, among others, the proposed appointment of executive Director and proposed election of Supervisor (the “**Announcements**”); (iii) the circular dated 6 November 2017 in relation to, among others, the proposed amendments to the Articles of Association; (iv) the supplemental circular dated 6 December 2017 in relation to, among others, the proposed appointment of executive Director and the proposed election of Supervisor (the “**Circulars**”); (v) the notice of the extraordinary general meeting (the “**EGM Notice**”) dated 6 November 2017; and (vi) the supplemental notice of extraordinary general meeting (the “**EGM supplemental notice**”) dated 6 December 2017. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as those defined in the Circulars.

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.

I. POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting of the Company (the “**EGM**”) was held at 10:00 a.m. on Thursday, 21 December 2017 in the Company at No. 6 Wenxuan Road, Shang Mao Avenue, Rong Bei, Jinniu District, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”).

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 resolutions proposed at the EGM (the “**EGM Resolution(s)**”). There were no restrictions on any Shareholder casting votes on the EGM Resolutions at the EGM. No Shareholder was required to abstain from voting on any of the EGM Resolutions. There was no Share entitling the holder to attend and vote only against the EGM Resolutions.

Shareholders and proxies who attended the EGM held a total of 840,956,759 Shares carrying voting rights of the Company, representing 68.157628% of the total number of Shares carrying voting rights of the Company. All the EGM Resolutions were 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	12
Of which: Number of A Shareholders	11
Number of H Shareholders	1
Total number of Shares carrying voting rights held by Shareholders	840,956,759
Of which: Total number of Shares held by A Shareholders	694,459,044
Total number of Shares held by H Shareholders	146,497,715
Percentage of the total number of Shares carrying voting rights of the Company(%)	68.157628
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	56.284322
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	11.873306

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. 8 out of the 9 Directors attended the EGM, while Director Mr. Luo Yong was unable to attend the EGM due to other business engagements. 4 out of the 6 Supervisors of the Company attended the EGM, while Supervisors Mr. Xu Ping and Mr. Li Xu were unable to attend the EGM due to other business engagements and illness, 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 Resolutions 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 6 November 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	694,459,044	100.000000	0	0.000000	0	0.000000
	H Shareholders	146,497,715	100.000000	0	0.000000	0	0.000000	
	Total	840,956,759	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.								
Ordinary Resolutions	Category of Shareholders	For		Against		Abstain		
		Number of Shares voted	Percentage %	Number of Shares voted	Percentage %	Number of Shares voted	Percentage %	
2	To consider and approve the election of Mr. Chen Yunhua as an executive Director of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the current session of the Board, and authorize the Board to fix his remuneration and determine the terms of his service contract.	A Shareholders	694,459,044	100.000000	0	0.000000	0	0.000000
	H Shareholders	146,426,715	99.951535	71,000	0.048465	0	0.000000	
	Total	840,885,759	99.991557	71,000	0.008443	0	0.000000	
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
3	To consider and approve the election of Mr. Tang Xiongxing as a Supervisor of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the current session of the Supervisory Committee, and authorize the Board to fix his remuneration and determine the terms of his service contract.	A Shareholders	694,459,044	100.000000	0	0.000000	0	0.000000
	H Shareholders	105,476,811	71.998946	41,020,904	28.001054	0	0.000000	
	Total	799,935,855	95.122115	41,020,904	4.877885	0	0.000000	
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary 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.

II. CHANGE OF MEMBERS OF THE BOARD

At the EGM, Mr. Chen Yunhua was elected as an executive Director of the Board of the fourth session with a term commencing upon the conclusion of the EGM and expiring upon the expiration of the fourth session of the Board. The biographical details of Mr. Chen Yunhua and the details of fixing his emoluments were set out in the Circulars. As at the date of this announcement, there has been no change in such information. Mr. Luo Yong will officially resign as an executive Director of the Company. Mr. Luo Yong has confirmed that, as at the date of this announcement, he had no disagreement with the Board and that there are no other matters relating to his resignation which need to be brought to the attention of the Shareholders. The Company would like to take this opportunity to thank Mr. Luo Yong for his significant and valuable contributions made to the Company's development and good operating results during his term of office at the Company.

After the EGM, a Board meeting was convened and Mr. Chen Yunhua was elected as the vice chairman of the Company.

III. CHANGE OF MEMBERS OF THE SUPERVISORY COMMITTEE

At the EGM, Mr. Tang Xiongxing was elected as a Supervisor of the Supervisory Committee of the fourth session with a term commencing upon the conclusion of the EGM and expiring upon the expiration of the fourth session of the Supervisory Committee. The biographical details of Mr. Tang Xiongxing and the details of fixing his emoluments were set out in the Circulars. As at the date of this announcement, there has been no change in such information. Mr. Xu Ping will officially resign as a Supervisor and the chairman of the Supervisory Committee. Mr. Xu Ping has confirmed that, as of the date of this announcement, he had no disagreement with the Supervisory Committee or the Board and there were no other matters relating to his resignation that need to be brought to the attention of the Shareholders. The Company would like to take this opportunity to thank Mr. Xu Ping for his valuable contributions made to the Company's development and good governance during his term of office at the Company.

After the EGM, a Supervisory Committee meeting was convened and Mr. Tang Xiongxing was elected as the chairman of the Supervisory Committee.

The above-mentioned appointments shall take effect from the date of this announcement to the expiry of the fourth session of the Board and/or the Supervisory Committee.

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

Sichuan, the PRC, 21 December 2017

As at the date of this announcement, the Board comprises (a) Mr. He Zhiyong, Mr. Chen Yunhua 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. Chan Yuk Tong, Ms. Xiao Liping and Mr. Fang Bingxi as independent non-executive Directors.

* For identification purposes only