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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 ANNUAL GENERAL MEETING HELD ON 30 MAY 2018; AND (II) PAYMENT OF FINAL DIVIDEND FOR 2017

References are made to the annual results announcement for the year ended 31 December 2017 of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 28 March 2018 (the “**Results Announcement**”), the notice of 2017 annual general meeting (the “**AGM Notice**”) dated 13 April 2018, and the circular in relation to continuing connected transaction (the “**Circular**”) dated 4 May 2018. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board confirms that there are no false representations, misleading statements or material omission 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 2017 ANNUAL GENERAL MEETING

The 2017 annual general meeting of the Company (the “**AGM**”) was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Wednesday, 30 May 2018.

As at the date of the AGM, the total number of issued Shares is 1,233,841,000 Shares. As set out in the Circular, Sichuan Xinhua Publishing Group and its associates shall abstain from voting at the AGM on the ordinary resolution in relation to the Publications Purchase Framework Agreement and the transactions contemplated thereunder. With respect to resolution No. 7 proposed at the AGM, Sichuan Xinhua Publishing Group and its associates holding 623,382,418 A Shares and 19,083,000 H Shares of the Company, representing approximately 52.07% of the total issued Shares as at the date of this announcement, were required to abstain from voting on such resolution. As a result, the total number of Shares entitling the holders to attend and vote for or against or abstain from voting on resolution No. 7 proposed at the AGM was 168,521,482 A Shares and 422,854,100 H Shares in aggregate, representing approximately 47.93% of the total issued Shares.

Save as disclosed above, there were no restrictions on any Shareholders casting votes on any of the resolutions proposed at the AGM (the “**AGM Resolutions**”) and no Shareholder was required to abstain from voting on any of the AGM Resolutions. There was no Share entitling the holder to attend the AGM and vote only against the AGM Resolutions. Therefore, 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 the AGM and vote on the AGM Resolutions.

Shareholders and proxies who attended the AGM held a total of 836,729,377 Shares carrying voting rights of the Company, representing 67.815008% of the total number of Shares carrying voting rights of the Company. All the AGM Resolutions were put to vote by way of poll. On-site voting and online voting (for A Shares only) were both adopted at the AGM. The voting was in compliance with relevant requirements of the Company Law of the People’s Republic of China and the articles of association of the Company.

Number of Shareholders and proxies who attended the AGM	24
Of which: Number of A Shareholders	23
Number of H Shareholders	1
Total number of Shares carrying voting rights held by Shareholders	836,729,377
Of which: Total number of Shares held by A Shareholders	688,049,084
Total number of Shares held by H Shareholders	148,680,293
Percentage of the total number of Shares carrying voting rights of the Company(%)	67.815008
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	55.764810
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	12.050198

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

The AGM was chaired by Mr. He Zhiyong, Chairman of the Company. 9 out of the 9 Directors attended the AGM. 4 out of the 6 supervisors of the Company attended the AGM. Mr. Li Xu and Ms. Liu Mixia, supervisors of the Company, were unable to attend the AGM due to other business engagement. Certain members of the senior management of the Company and the secretary to the Board also attended the AGM.

The poll results in respect of the AGM Resolutions passed at the AGM were as follows:

Ordinary resolutions	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 2017 annual report of the Company.	A Shareholders	687,991,884	99.991687	57,200	0.008313	0	0.000000
		H Shareholders	140,710,293	94.639505	7,970,000	5.360495	0	0.000000
		Total	828,702,177	99.040646	8,027,200	0.959354	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.								
2	To consider and approve the report of the Board of Directors (the "Board") of the Company for the year ended 31 December 2017.	A Shareholders	687,988,984	99.991265	60,100	0.008735	0	0.000000
		H Shareholders	140,710,293	94.639505	7,970,000	5.360495	0	0.000000
		Total	828,699,277	99.040299	8,030,100	0.959701	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 report of the Supervisory Committee of the Company for the year ended 31 December 2017.	A Shareholders	687,988,984	99.991265	60,100	0.008735	0	0.000000
		H Shareholders	140,710,293	94.639505	7,970,000	5.360495	0	0.000000
		Total	828,699,277	99.040299	8,030,100	0.959701	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.								
4	To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2017.	A Shareholders	687,988,984	99.991265	60,100	0.008735	0	0.000000
		H Shareholders	140,710,293	94.639505	7,970,000	5.360495	0	0.000000
		Total	828,699,277	99.040299	8,030,100	0.959701	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.								
5	To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2017.	A Shareholders	687,985,984	99.990829	63,100	0.009171	0	0.000000
		H Shareholders	143,123,293	96.262450	5,557,000	3.737550	0	0.000000
		Total	831,109,277	99.328325	5,620,100	0.671675	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.								
6	To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditor of the Company for the year 2018 with a term from after the AGM and ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.	A Shareholders	687,991,884	99.991687	57,200	0.008313	0	0.000000
		H Shareholders	140,710,293	94.639505	7,970,000	5.360495	0	0.000000
		Total	828,702,177	99.040646	8,027,200	0.959354	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.								

Ordinary resolutions		Category of Shareholders	For		Against		Abstain	
			Number of Shares voted	Percentage %	Number of Shares voted	Percentage %	Number of Shares voted	Percentage %
7	To approve, confirm and ratify the Publications Purchase Framework Agreement entered into between the Company and Sichuan Winshare Online E-commerce Co., Ltd.* (四川文軒在線電子商務有限公司) (the “Agreement”, a copy of which has been produced to the AGM and marked “A” and initialled by the chairman of the AGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); approve the annual cap for each of the three years ending 31 December 2020 (as defined in the announcement of the Company dated 26 March 2018 and the relevant circular of the Company to be despatched to the Shareholders of the Company in due course, which the notice of AGM forms part thereof, and a copy of which has been produced to the AGM and marked “B” and initialled by the chairman of the AGM for identification purpose); and authorise any directors of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Agreement.	A Shareholders	64,609,466	99.911546	57,200	0.088454	0	0.000000
		H Shareholders	140,710,293	94.639505	7,970,000	5.360495	0	0.000000
		Total	205,319,759	96.237490	8,027,200	3.762510	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 AGM.

II. PAYMENT OF FINAL DIVIDEND FOR 2017

The Board announces the following information relating to payment of final dividend for 2017:

The Company will pay the final dividend (the “**Dividend**”) at RMB0.30 per Share (tax inclusive) for the year ended 31 December 2017. The Dividend will be payable to the H Shareholders whose names appear on the register of members of the Company on 11 June 2018 (the “**Dividend Entitlement Date**”). According to the articles of association of the Company, the Dividend payable to A Shareholders shall be declared and paid in Renminbi whilst the Dividend payable to H Shareholders shall be declared in Renminbi and paid in Hong Kong dollar. The exchange rate will be calculated based on the average exchange rate published by The People’s Bank of China for the week prior to the AGM. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

$$\begin{array}{l} \text{Dividend per H Share in} \\ \text{Hong Kong dollar} \end{array} = \frac{\text{Dividend per Share in Renminbi}}{\begin{array}{l} \text{The average middle exchange rates of Renminbi against} \\ \text{Hong Kong dollar published by The People’s Bank of China} \\ \text{for the week immediately prior to the AGM} \end{array}}$$

The average middle exchange rates of Renminbi against Hong Kong dollar published by The People’s Bank of China for the week immediately prior to the AGM, that was, from 21 May 2018 to 25 May 2018, was HK\$1 to RMB0.813148. Accordingly, the Dividend payable per H Share is HK\$0.368937 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Dividend declared by the Company on behalf of the H Shareholders. The Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the Dividend at their own risks on 11 July 2018.

In accordance with the “Corporate Income Tax Law of the People’s Republic of China” and its implementation regulations effective, where a PRC domestic enterprise distributes dividends to its non-resident enterprise shareholders, it is required to withhold 10% corporate income tax for its non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the dividend as corporate income tax, distribute the dividend to its non-resident enterprise Shareholders, i.e., any person who hold the Shares in the identity of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other groups and organizations.

Pursuant to the letter titled the “Tax arrangements on dividends paid to Hong Kong residents by mainland companies” issued by the Stock Exchange to the issuers on 4 July 2011 and the “State Administration of Taxation Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045” (Guo Shui Han [2011] No. 348), it is confirmed that the overseas resident individual shareholders holding the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they reside and China, or the tax arrangements between China mainland and Hong Kong (Macau). Therefore, the Company will withhold 10% of the dividend as individual income tax unless it is otherwise specified by the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of such dividends in accordance with the tax rates and according to the relevant procedures as specified by the relevant regulations.

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

Sichuan, the PRC, 30 May 2018

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 Binxi as independent non-executive Directors.

* *For identification purposes only*