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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 21 MAY 2019; AND (II) PAYMENT OF FINAL DIVIDEND FOR 2018

References are made to the annual results announcement for the year ended 31 December 2018 of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 27 March 2019 (the “**Results Announcement**”) and the notice of 2018 annual general meeting (the “**AGM Notice**”) dated 3 April 2019. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the AGM Notice.

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 2018 ANNUAL GENERAL MEETING

The annual general meeting of the Company was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, PRC at 9:30 a.m. on Tuesday, 21 May 2019.

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

Shareholders and proxies who attended the AGM held a total of 824,523,946 Shares carrying voting rights of the Company, representing 66.825786% 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	12
Of which: Number of A Shareholders	9
Number of H Shareholders	3
Total number of Shares carrying voting rights held by Shareholders	824,523,946
Of which: Total number of Shares held by A Shareholders	675,659,071
Total number of Shares held by H Shareholders	148,864,875
Percentage of the total number of Shares carrying voting rights of the Company(%)	66.825786%
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	54.760627%
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	12.065159%

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. 7 out of the 9 Directors attended the AGM. Mr. Yang Miao and Mr. Luo Jun, Directors of the Company, were unable to attend the AGM due to other affairs. 4 out of the 6 supervisors of the Company attended the AGM. Mr. Tang Xiongxing and Ms. Liu Mixia, supervisors of the Company, were unable to attend the AGM due to other affairs. General manager of the senior management of the Company as well as the secretary to and certain members of 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 report of the Board of Directors of the Company for the year ended 31 December 2018.	A Shareholders	675,659,071	100.000000	0	0.000000	0	0.000000
		H Shareholders	141,931,075	95.342219	6,207,800	4.170090	726,000	0.487691
		Total	817,590,146	99.159054	6,207,800	0.752895	726,000	0.088051
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 audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2018.	A Shareholders	675,659,071	100.000000	0	0.000000	0	0.000000
		H Shareholders	141,931,075	95.342219	6,207,800	4.170090	726,000	0.487691
		Total	817,590,146	99.159054	6,207,800	0.752895	726,000	0.088051
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 2018 annual report of the Company.	A Shareholders	675,659,071	100.000000	0	0.000000	0	0.000000
		H Shareholders	141,931,075	95.342219	6,207,800	4.170090	726,000	0.487691
		Total	817,590,146	99.159054	6,207,800	0.752895	726,000	0.088051
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 profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2018.	A Shareholders	675,659,071	100.000000	0	0.000000	0	0.000000
		H Shareholders	142,088,075	95.447684	6,111,800	4.105602	665,000	0.446714
		Total	817,747,146	99.178095	6,111,800	0.741252	665,000	0.080653
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 re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditor of the Company for the year 2019 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	675,659,071	100.000000	0	0.000000	0	0.000000
		H Shareholders	142,088,075	95.447684	6,111,800	4.105602	665,000	0.446714
		Total	817,747,146	99.178095	6,111,800	0.741252	665,000	0.080653
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 report of the Supervisory Committee of the Company for the year ended 31 December 2018.	A Shareholders	675,659,071	100.000000	0	0.000000	0	0.000000
		H Shareholders	141,931,075	95.342219	6,207,800	4.170090	726,000	0.487691
		Total	817,590,146	99.159054	6,207,800	0.752895	726,000	0.088051
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 2018

The Board announces the following information relating to payment of final dividend for 2018:

The Company will pay the final dividend (the "**Dividend**") at RMB0.30 per Share (tax inclusive) for the year ended 31 December 2018. The Dividend will be payable to the H Shareholders whose names appear on the register of members of the Company on 3 June 2019 (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 13 May 2019 to 17 May 2019, was HK\$1 to RMB0.872740. Accordingly, the Dividend payable per H Share is HK\$0.343745 (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 9 July 2019.

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 holds 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, 21 May 2019

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*