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)

VOLUNTARY ANNOUNCEMENT
INCREASE OF SHAREHOLDING
IN THE COMPANY BY A CONTROLLING SHAREHOLDER

On 2 November 2016, Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") was informed by Sichuan Xinhua Publishing Group Co., Ltd.* (四川新華發行集團有限公司) ("**Sichuan Xinhua Publishing Group**"), a controlling shareholder of the Company, that Sichuan Xinhua Publishing Group increased its shareholding of H Shares in the Company via the trading system of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") through its subsidiary on 2 November 2016. Details of the Increase of Shareholding are as follows:

1. DETAILS OF THE INCREASE OF SHAREHOLDING

Sichuan Xinhua Publishing Group increased its shareholding of H shares in the Company by 189,000 H Shares via the trading system of the Stock Exchange on 2 November 2016 through its subsidiary, representing 0.015% of the total share capital of the Company.

Prior to the Increase of Shareholding, Sichuan Xinhua Publishing Group directly held 592,809,525 A Shares of the Company, representing 48.046% of the total share capital of the Company. Following the Increase of Shareholding, Sichuan Xinhua Publishing Group (i) directly held 592,809,525 A Shares of the Company, representing 48.046% of the total share capital of the Company, and (ii) held 189,000 H Shares of the Company through its subsidiary, representing 0.015% of the total share capital of the Company. Sichuan Xinhua Publishing Group and its subsidiary held a total of 592,998,525 shares of the Company, representing 48.061% of the total share capital of the Company.

2. PLAN TO FURTHER INCREASE THE SHAREHOLDING IN THE COMPANY

Based on its confidence in the prospects of future development of the Company and its agreement to the value of the Company, Sichuan Xinhua Publishing Group (including its subsidiaries) proposes to continue to increase its shareholding of H Shares in the Company when appropriate to the extent permissible under the trading system of the Stock Exchange in twelve months from the date of the initial increase in shareholding. The total shareholding following initial increase in shareholding and further increase in shareholding shall not exceed 24 million shares (including the increased shareholding).

3. The increase of shareholding is in compliance with the laws and regulations, including the Securities Law of the People's Republic of China, the departmental rules and the operating rules of Shanghai Stock Exchange and the Stock Exchange.

4. Sichuan Xinhua Publishing Group undertakes not to reduce its shareholding in the Company during the period of Increase of Shareholding and the statutory period.

5. The Company will continue to pay attention to the development regarding the Plan of Increase of Shareholding and make reports and disclosure of the relevant information pursuant to the relevant regulations under the Listing Rules of Shanghai Stock Exchange, Measures for the Administration of the Takeover of Listed Companies, Guidelines for the Increase in Shareholdings by Shareholders of Listed Companies and Persons Acting in Concert with Such Shareholders of Shanghai Stock Exchange and the Securities and Futures Commission of Hong Kong and the Stock Exchange.

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

Sichuan, the PRC, 3 November 2016

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. Zhao Junhuai 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*