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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Xinhua Winshare Publishing and Media Co., Ltd.* published the "Report on Progress of Acquisition of Wealth Management Products of Xinhua Winshare Publishing and Media Co., Ltd." on the website of Shenzhen Stock Exchange (www.sse.com.cn) solely for the purpose of providing information.

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

Sichuan, the PRC, 15 December 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*

Stock Code: 601811 Stock Name: Xinhua Winshare Announcement No.: 2016-029

Xinhua Winshare Publishing and Media Co., Ltd.*
Report on Progress of Acquisition of Wealth Management Products

The board of directors (the "Board") of the Company and all members of the Board warrant that there are no false representations, misleading statements or material omissions in this announcement, and are severally and jointly responsible for the authenticity, accuracy and completeness of the content herein.

The fourteenth meeting of the fourth session of the Board of Xinhua Winshare Publishing and Media Co., Ltd.* (the "Company") was held on 21 October 2016, at which the Resolution Regarding the Mandate to Acquire Wealth Management Products with Idle Self-owned Funds was considered and approved. For details, please refer to the Announcement on Mandate to Acquire Wealth Management Products with Idle Self-owned Funds (2016-017) published on the website of the Shanghai Stock Exchange (www.sse.com.cn), Securities Times, Securities Daily, Shanghai Securities News and China Securities Journal.

Subject to control of investment risk, in order to further enhance the efficiency of use of funds and increase the income from cash assets, the Company entered into an agreement with the Industrial and Commercial Bank of China on 13 December 2016 to acquire principal guaranteed floating-income wealth management products with an aggregate amount of RMB150 million. Details are set out below:

1. Name of Product: ICBC Wealth Management Win-Win No. 3 Wealth Management Product of the Industrial and Commercial Bank of China

2. Currency of Investment and Return: RMB

3. Type of Product: Principal guaranteed and floating income

4. Starting Date of Wealth Management Product: 16 December 2016

5. Expiry Date of Wealth Management Product: 23 March 2017

6. Term of Wealth Management: 97 days

7. Expected Return Per Annum: 3.1%

8. Amount of Acquisition of Wealth Management Products: RMB150 million

9. Source of Funds: Self-owned funds

10. Related Relationship: The Industrial and Commercial Bank of China is not related to the Company.

I. Internal approving procedures required to be performed by the Company

The Resolution Regarding the Mandate to Acquire Wealth Management Products with Idle Self-owned Funds was considered and approved at the fourteenth meeting of the fourth session of the Board of the Company on 21 October 2016, pursuant to which the Board resolved that the Company shall acquire wealth management products with idle self-owned funds not exceeding RMB1 billion, taking into account the actual situation and needs of the Company and its wholly-owned and controlling subsidiaries. The mandate for the acquisition of wealth management products shall be effective for not more than 12 months from the date of consideration and approval by the Board, pursuant to which the management of the Company is authorised to handle specific matters in relation to the implementation. During the term of the mandate, the aforesaid limit shall be jointly utilised by the Company and its subsidiaries on a rolling basis. Prior to the approval of the aforesaid resolution, the Company acquired wealth management products after the performance of relevant internal approving procedures in strict compliance with the requirements of laws, regulations and relevant internal rules of the Company.

II. Risk control analysis

The wealth management products acquired by the Company are wealth management products with low risk level. However, wealth management products may be exposed to market risk, liquidity risk, credit risk and other risks. Affected by various risks, the rate of return of wealth management products may fluctuate, therefore, there is uncertainty in wealth management income.

The Company has well-established approving and implementing procedures for use of funds to ensure the efficient and compliant use of funds. During the period of entrusted wealth management, the Company will maintain close communication with the trustee of entrusted wealth management and monitor the operation of funds for wealth management in a timely manner. If risk factor which may affect the safety of the funds is identified, the Company will take relevant measures to control the investment risk in a timely manner.

III. Impacts on the Company

The Company, having made sufficient estimations and assessments on risks and gains arising from the entrusted wealth management products and future demand for funds, believes that such use of funds will not have any impact on the daily operation and the development of principal businesses of the Company, and will enhance the efficiency of use of idle funds of the Company.

IV. Total amount of entrusted wealth management of the Company since the listing date of the Company and up to the date of this announcement

Financial institution	Name of product	Type of product	Amount	Starting date	Expiry date	Term	Expected return per annum	Actual return	Source of funds
China Minsheng Bank	RMB Structured Deposit D-1	Principal guaranteed and floating income	RMB150,000,000	11 November 2016	11 May 2017	181 days	2.90%	/	Self-owned
China Guangfa Bank	Guangfa "Guang Ying An Xin" Income Guaranteed RMB Wealth Management Product Type B	Principal guaranteed and income guaranteed	RMB50,000,000	11 November 2016	10 May 2017	180 days	3.00%	/	Self-owned
Bank of Communications	"Yun Tong Cai Fu – Profit Increasing up Type S" series of Bank of Communications	Principal guaranteed and floating income	RMB150,000,000	16 November 2016	16 May 2017	180 days	2.95%	/	Self-owned

Bank of Communications	"Yun Tong Cai Fu – Profit Increasing up Type S" series of Bank of Communications	Principal guaranteed and floating income	RMB20,000,000	16 November 2016	16 May 2017	180 days	2.95%	/	Self-owned
Industrial and Commercial Bank of China	182 Days Principal Guaranteed Stable Income Wealth Management Product for Corporations	Principal guaranteed and floating income	RMB10,000,000	11 November 2016	11 May 2017	182 days	2.65%	/	Self-owned
China Everbright Bank	Structured Deposit	Principal guaranteed and floating income	RMB30,000,000	16 November 2016	16 June 2017	180 days	2.90%	/	Self-owned
Industrial and Commercial Bank of China	ICBC Wealth Management Win-Win No. 3 (Principal Guaranteed) – 2016 First Tranche	Principal guaranteed and floating income	RMB150,000,000	16 December 2016	23 March 2017	97 days	3.10%	/	Self-owned
China CITIC Bank	Win-Win Guaranteed 35 days Wealth Management	Principal guaranteed and floating income	RMB50,000,000	10 November 2016	15 December 2016	35 days	2.58%	/	Self-owned
China Everbright Bank	Structured Deposit	Principal guaranteed and floating income	RMB70,000,000	7 December 2016	7 March 2017	90 days	3.15%	/	Self-owned
China Foreign Economy and Trade Trust Co., Ltd.	China Foreign Economy and Trade Trust – Wu Xing Hui Jin Micro Fund Collective Fund Trust Plan – Second Tranch – 7	Trust plan	RMB10,000,000	16 August 2016	15 August 2017	1 year	Not fixed (expected to be 6.3%)	/	Self-owned
CITIC Trust Co., Ltd. (RMB48,000,000 redeemed)	CITIC Trust – Xin Hui Cash Managing Financial Investment Collective Fund Trust Plan	Trust plan	RMB49,500,000	22 November 2016	/	/	Not fixed	47,656.77	Self-owned
China CITIC Bank (redeemed)	Win Win Principal Guaranteed Everyday Express Type B	Principal guaranteed and floating income	RMB30,000,000	10 August 2016	29 August 2016	20 days	2.4%	37,479.45	Self-owned
Industrial and Commercial Bank of China (redeemed)	ICBC Ultra Short Term RMB Wealth Management Product with No Fixed Term	Principal guaranteed and floating income	RMB900,000	12 August 2016	19 August 2016	7 days	/	345.21	Self-owned
China Everbright Bank (redeemed)	Structured Deposit	Principal guaranteed and floating income	RMB20,000,000	7 November 2016	7 December 2016	30 days	2.65%	44,166.67	Self-owned
Total			RMB790,400,000						

Since the listing date of the Company and up to the date of this announcement, the outstanding balance of entrusted wealth management products of the Company amounted to RMB692 million, and the total amount of entrusted wealth management is RMB790 million.

The announcement is hereby made.

Board of Directors of Xinhua Winshare Publishing and Media Co., Ltd.*

15 December 2016

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