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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 15 DECEMBER 2016; AND PAYMENT OF DIVIDEND

Reference is made to the circular dated 1 November 2016 (the "**Circular**"), the Notice of EGM dated 27 October 2016, the Supplementary Circular and the Supplementary Notice of EGM dated 1 December 2016 (altogether, the "**Circulars and Announcements**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circulars and Announcements.

The Board confirms that there are no false representations, misleading statements or material omissions in this announcement, and individually and collectively accept the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

I. POLL RESULTS OF THE EGM

The EGM was held at 10:00 a.m. on Thursday, 15 December 2016 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC.

Shareholders holding a total of 1,233,841,000 shares of the Company, 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 855,534,124 Shares carrying voting rights of the Company, representing 69.339090% of the total number of Shares carrying voting rights of the Company. All the EGM Resolutions were put to vote by way of poll. On-site 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	8
Of which: Number of A Shareholders	7
Number of H Shareholders	1
Total number of Shares carrying voting rights held by Shareholders	855,534,124
Of which: Total number of Shares held by A Shareholders	692,482,691
Total number of Shares held by H Shareholders	163,051,433
Percentage of the total number of Shares carrying voting rights of the Company(%)	69.339090
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	56.124143
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	13.214947

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. 9 out of the 9 Directors attended the meeting. 5 out of the 6 supervisors of the Company attended the EGM, while Supervisor Mr. Xu Yuzheng was unable to attend the EGM due to other business commitments. 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:

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 Proposal in Relation to Profit Distribution of the Company	A Shareholders	692,482,691	100.000000	0	0.000000	0	0.000000
		H Shareholders	155,104,433	95.126078	7,947,000	4.873922	0	0.000000
		Total	847,587,124	99.071107	7,947,000	0.928893	0	0.000000
As more than 50% of the votes were cast in favour of the above resolution, such resolution was duly passed as an ordinary resolution.								
2	To consider and approve the change in auditors	A Shareholders	692,482,691	100.000000	0	0.000000	0	0.000000
		H Shareholders	115,832,491	71.040462	47,218,942	28.959538	0	0.000000
		Total	808,315,182	94.480765	47,218,942	5.519235	0	0.000000
As more than 50% of the votes were cast in favour of the above resolution, such resolution was duly passed as an ordinary resolution.								

Special Resolutions		Category of shareholders	For		Against		Abstain	
			Number of Shares voted	Percentage %	Number of Shares voted	Percentage %	Number of Shares voted	Percentage %
3	To consider and approve the proposed amendments to the articles of association of the Company set out in the Circular, to authorise the board of directors of the Company 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	692,482,691	100.000000	0	0.000000	0	0.000000
		H Shareholders	115,787,372	71.012790	47,264,061	28.987210	0	0.000000
		Total	808,270,063	94.475491	47,264,061	5.524509	0	0.000000
As more than two-thirds of the votes were cast in favour of the above resolution, such resolution was duly passed as a special resolution.								
4	To consider and approve the "Proposal in Relation to the Change of the Registered Address of the Company and Amendments to the Articles of Association"	A Shareholders	692,482,691	100.000000	0	0.000000	0	0.000000
		H Shareholders	154,863,433	94.978272	7,947,000	4.873922	241,000	0.147806
		Total	847,346,124	99.042937	7,947,000	0.928893	241,000	0.028170
As more than two-thirds of the votes were cast in favour of the above resolution, such resolution was duly passed as a special resolution.								

The full text of each of the above EGM Resolutions are set out in the Circulars and Announcements.

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. PAYMENT OF DIVIDEND

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

The Company will make a distribution (the "**Dividend**") out of retained profits after deducting the non-distributable allowances by the end of the third quarter of 2016 as the Company's actual amount of profits distributable to Shareholders. The Dividend is of approximately RMB370 million (tax inclusive) in total and at RMB0.30 per Share (tax inclusive). The Dividend will be payable to the Shareholders whose names appear on the register of members of the Company on 28 December 2016 (the "**Dividend Entitlement Date**"). According to the Articles of Association, the Dividend shall be denominated and declared in Renminbi. The Dividend payable to A Shareholders shall be paid in Renminbi whilst the Dividend payable to H Shareholders shall be paid in Hong Kong dollar. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

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

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 EGM, that was, from 5 December 2016 to 9 December 2016, was HK1 to RMB0.886962. Accordingly, the Dividend payable per H Share is HK$0.338233 (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 Dividends 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 Dividends at their own risks on or before 25 January 2017.

Pursuant to the Corporate Income Tax Law of the PRC and its implementation guidelines, the enterprises in China paying dividends to their non-resident corporate shareholders for the accounting period commencing from 1 January 2008 shall withhold corporate income taxes for their non-resident corporate shareholders at a tax rate of 10%. Therefore, as an enterprise located in China, the Company will pay dividends to its non-resident corporate Shareholders, being anyone who holds the Shares as a non-individual Shareholder, including but not limited to the H Shareholders registered in the name of HKSCC Nominees Limited, any other agents or trustees or other organisations and groups after withholding the 10% corporate income tax.

Pursuant to the letter entitled Taxation Arrangement for Hong Kong Residents in respect of Dividend Pay-out by Mainland Enterprises (《有關香港居民就內地企業派發股息的稅務安排》) from the Stock Exchange to the issuer dated 4 July 2011 as well as the Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號), foreign individual shareholders who hold shares issued by non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatments in accordance with the taxation agreement between their own countries and China or the taxation arrangements between Mainland China and Hong Kong (Macau). As a result, the Company will withhold individual income tax at a tax rate of 10%. However, should it be otherwise stipulated in the tax rules and the relevant tax agreements, the Company will follow the stipulated tax rates and procedures when withholding individual income tax on dividends.

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 purpose only*