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)

RESIGNATION AND APPOINTMENT OF SUPERVISOR

RESIGNATION OF SUPERVISOR

The board (the "**Board**") of directors (the "**Directors**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") announces that, Mr. Xu Yuzheng ("**Mr. Xu**") will resign as a supervisor (the "**Supervisor**") of the supervisory committee (the "**Supervisory Committee**") of the Company due to old age, with effect from the date of tender of resignation to the Supervisory Committee of the Company. The resignation of Mr. Xu will not cause the number of members in the Supervisory Committee of the Company to fall below the minimum statutory requirements and will not affect the normal operations of the Supervisory Committee.

Mr. Xu has confirmed that, as at the date of this announcement, he does not have any disagreement with the Supervisory Committee or the Board and that there are no other matters relating to his resignation which need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Board and the Supervisory Committee would like to take this opportunity to thank Mr. Xu for his valuable contributions made to the Company during his term of office at the Company.

APPOINTMENT OF SUPERVISOR

The Company is pleased to announce that, Mr. Chao Hsun ("**Mr. Chao**") has been nominated by the Supervisory Committee as a candidate for Supervisor. Biographical details of Mr. Chao are set out as follows:

Chao Hsun, aged 29, currently the director of investment and operations of Chengdu Hua Sheng (Group) Industry Co., Ltd.* (成都市華盛（集團）實業有限公司) He served as an officer and head of operations in MICON Precise Corporation from April 2013 to March 2015. Since April 2015, he has been the director of investment and operations of Chengdu Hua Sheng (Group) Industry Co., Ltd. Mr. Chao obtained a bachelor's degree in social sciences from Tamkang University in Taiwan and a master's degree in public affairs from Indiana University of Pennsylvania.

Save as disclosed above, Mr. Chao confirms that (i) he did not hold any position in the Company or any other subsidiaries of the Company nor any directorships in other listed companies in the past three years; (ii) he has no relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) he does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance save as the 53,336,000 A shares of the Company held by his spouse Wu Wenqian through Chengdu Hua Sheng (Group) Industry Co., Ltd.

Mr. Chao will enter into a service contract with the Company upon the Shareholders' approval at the annual general meeting to be convened by the Company (the "**AGM**"). The amount of emoluments payable to Mr. Chao and the terms of the service contract shall be determined by the Board under the authority granted by the Shareholders at the AGM and having regard to his duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions.

Save as disclosed above, the Company considers that there is no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in respect of Mr. Chao and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The appointment of Mr. Chao as the Supervisor shall be effective upon the Shareholders' approval at the AGM. The term of office of Mr. Chao shall commence from the date of the AGM to the expiration of the term of the current session of the Supervisory Committee of the Company.

ANNUAL GENERAL MEETING

The AGM will be held for the Shareholders to approve, inter alia, the appointment of Mr. Chao as the Supervisor of the Company.

A circular containing, inter alia, (i) details regarding the appointment of Mr. Chao as the Supervisor of the Company; (ii) biographical details of Mr. Chao and other relevant information; and (iii) notice of the AGM will be despatched to the Shareholders as soon as practicable.

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

Sichuan, the PRC, 29 March 2017

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*