THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**"), you should at once hand this circular with the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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)

(1) PROPOSED APPOINTMENT OF SUPERVISOR
(2) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice for convening the annual general meeting (the "**AGM**") of the Company to be held at 10 a.m. on Thursday, 25 May 2017 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") is set out on pages 8 to 9 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM (i.e. 10 a.m. on Wednesday, 24 May 2017) or not less than 24 hours before the time for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

7 April 2017

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In this circular, the following expressions shall have the meanings stated below unless the context otherwise requires:

"AGM"	the annual general meeting of the Company to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10 a.m. on Thursday, 25 May 2017 for, among others, the Shareholders to consider and, if thought fit, approve the appointments of Supervisor and non-executive Director
"AGM Notice"	the notice convening the AGM set out on pages 8 to 9
"Articles of Association"	the articles of association of the Company as amended from time to time
"A Share(s)"	Renminbi-denominated ordinary share(s) of the Company of RMB1.00 each, all of which are issued in the PRC, subscribed in Renminbi and listed on the Shanghai Stock Exchange (Stock code: 601811)
"A Shareholder(s)"	holder(s) of A Share(s)
"Board"	the board of Directors of the Company
"Company"	Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Stock Exchange respectively
"Director(s)"	the director(s) of the Company
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"H Share(s)"	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, all of which listed on the main board of the Stock Exchange and traded in Hong Kong dollars
"H Shareholder(s)"	holder(s) of H Share(s)

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
"Shanghai Stock Exchange" or "SSE"	the Shanghai Stock Exchange
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	A Shareholder(s) and H Shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company

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Executive Directors:
Mr. He Zhiyong *(Chairman)*
Mr. Luo Yong
Mr. Yang Miao

Non-executive Directors:
Mr. Luo Jun
Mr. Zhang Peng

Independent Non-executive Directors:
Mr. Han Liyan
Mr. Chan Yuk Tong
Ms. Xiao Liping

Registered Office in the PRC:
Unit 1, 1/F, Block 4, No. 239
Jinshi Road
Jinjiang District
Chengdu, Sichuan
the PRC

Head Office in the PRC:
No. 6 Wenxuan Road
Rong Bei Shang Mao Avenue
Jinniu District
Chengdu, Sichuan 610081
the PRC

Principal Place of Business in Hong Kong:
18th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

7 April 2017

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED APPOINTMENT OF SUPERVISOR
(2) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purposes of this circular are to provide you with (i) information regarding the ordinary resolution to be proposed at the AGM to approve the appointment of Mr. Chao Hsun as Supervisor of the Company; (ii) information regarding the ordinary resolution to be proposed at the AGM to approve the appointment of Mr. Han Xiaoming as non-executive Director of the Company; and (iii) the AGM Notice.

* *For identification purposes only*

PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the announcement of the Company dated 29 March 2017 in relation to the resignation and appointment of Supervisor. 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 SFO 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 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 to be 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 are 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 Listing Rules.

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.

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 31 March 2017 in relation to, among other things, the resignation and appointment of non-executive Director. As nominated by Sichuan Xinhua Publishing Group Co., Ltd., a Shareholder of the Company holding more than 3% of shares, and considered by the Board, the Board proposed to appoint of Mr. Han Xiaoming ("**Mr. Han**") as a non-executive Director. Biographical details of Mr. Han are set out as follows:

Han Xiaoming, aged 64, graduated from Renmin University of China majoring in Politics and Economics. Mr. Han was the associate dean of the China Economic Reform and Development Research Institute (中國經濟改革與發展研究院). Mr. Han was involved in several research projects organized by the Department of Propaganda of China, General Administration of Press and Publication, the Joint Research and Study Committee for Higher Education Press Reform of the Ministry of Education (教育部高校出版社改革聯合調研組) and General Administration of Press and Publication's Publication System Reform Research and Study Group (新聞出版總署發行體制改革調研組) and has published a number of related research reports or papers. Mr. Han was a panel member of the State Review Committee for Major Publication Projects (國家重大出版工程評審組) and the State Review Committee for Science and Technology Fundamental Platform Projects of the Ministry of Science and Technology (科技部國家科技基礎條件平台項目評審組). He was a consultant involved in the asset reorganization and strategic development projects. He participated in the strategic development plan of Beiren Group Corporation (北人集團公司) and also participated in formulating the research in the development of Zhongguancun Technology Zone in Beijing (北京市中關村科技園區). Mr. Han served as the independent non-executive Director of the Company from June 2005 to July 2013, and strategic consultant of the Board from August 2013 to August 2015. Mr. Han is currently a professor (doctoral supervisor) in the department of Economics in Renmin University of China, a member of the Expert Committee on Telecommunication Economic and Management of the Ministry of Industry and Information Technology (工業和信息化部電信經濟和電信管理專家委員會), and the standing council member of China Information Economics Society.

Save as disclosed above, Mr. Han 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 SFO.

Mr. Han will enter into a service contract with the Company upon the Shareholders' approval at the AGM. The amount of emoluments payable to Mr. Han and the terms of the service contract shall be determined by the Board under the authority to be 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 are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in respect of Mr. Han involved 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 Listing Rules.

The appointment of Mr. Han as a non-executive Director shall be effective upon the Shareholders' approval at the AGM. The term of office of Mr. Han shall commence from the date of the AGM to the expiration of the term of the current session of the Board of the Company.

AGM

The AGM will be held at 10 a.m. on Thursday, 25 May 2017 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC, for, among other things, the Shareholders to consider and, if thought fit, approve (i) the appointment of Mr. Chao as the Supervisor of the Company; and (ii) the appointment of Mr. Han as a non-executive Director of the Company.

The AGM Notice is set out on pages 8 to 9 of this circular.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM (i.e. 10 a.m. on Wednesday, 24 May 2017) or not less than 24 hours before the time for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, voting on all resolutions set out in the AGM Notice at the AGM shall be taken by way of poll pursuant to Article 94 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner.

RECOMMENDATIONS

The Directors are of the opinion that (i) the appointment of Mr. Chao as the Supervisor of the Company; and (ii) the appointment of Mr. Han as a non-executive Director of the Company are in the interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of
Xinhua Winshare Publishing and Media Co., Ltd.*
He Zhiyong
Chairman

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NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (the "**AGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10 a.m. on Thursday, 25 May 2017 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolution(s):

AS ORDINARY RESOLUTIONS

1. To consider and approve the 2016 annual report of the Company.

2. To consider and approve the report of the Board of Directors (the "**Board**") of the Company for the year ended 31 December 2016.

3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2016.

4. To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2016.

5. To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2016.

6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors of the Company for the year 2017 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.

* *For identification purposes only*

7. To consider and approve the election of Mr. Chao Hsun as a shareholder representative Supervisor of the Company with a term from immediately after the conclusion of the AGM and ending at the expiry of the current session of the Supervisory Committee, and to authorise the Board to fix his emoluments and determine the terms of the service contract.

8. To consider and approve the election of Mr. Han Xiaoming as a non-executive Director of the Company with a term from immediately after the conclusion of the AGM and ending at the expiry of the current session of the Board, and to authorise the Board to fix his emoluments and determine the terms of the service contract.

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
He Zhiyong
Chairman

Sichuan, the PRC, 7 April 2017

Notes:

1. The register of members of the Company will be closed from Tuesday, 25 April 2017 to Thursday, 25 May 2017 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration on or before 4:30 p.m. on Monday, 24 April 2017.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a Shareholder of the Company.

3. In order to be valid, the proxy form must be deposited by hand or by post by the holders of H Shares of the Company to the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM (i.e. 10 a.m. on Wednesday, 24 May 2017) or not less than 24 hours before the time for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should you so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the AGM.

5. H Shareholders who intend to attend the AGM shall complete the reply slip and return it by hand or by post to the Company's H Shares Registrar on or before 4:30 p.m. on Thursday, 4 May 2017.

6. The AGM is expected to last for less than half a day. Shareholders attending the AGM shall be responsible for their own traveling and accommodation expenses.

7. The head office of the Company in the PRC is as follows: No. 6 Wenxuan Road, Rong Bei Shang Mao Avenue, Jinniu District, Chengdu, Sichuan, the PRC (Postal code: 610081).