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 ANNUAL GENERAL MEETING HELD ON 25 MAY 2017; PAYMENT OF FINAL DIVIDEND FOR 2016; CHANGE OF MEMBERS OF THE SUPERVISORY COMMITTEE; CHANGE OF MEMBERS OF THE BOARD; CHANGE OF MEMBERS OF BOARD COMMITTEES; AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the annual results announcement for the year ended 31 December 2016 of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 29 March 2017 (the "**Results Announcement**"), the circular dated 7 April 2017 in relation to, among others, the proposed appointment of Supervisor and non-executive Director (the "**Circular**") and the notice of 2016 annual general meeting (the "**AGM Notice**") dated 7 April 2017. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

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

I. POLL RESULTS OF THE 2016 ANNUAL GENERAL MEETING

The 2016 annual general meeting of the Company (the "**AGM**") was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") at 10:00 a.m. on Thursday, 25 May 2017.

Shareholders holding a total of 1,233,841,000 Shares, representing 100% of the total issued share capital of the Company, were entitled to attend and vote on the resolutions proposed at the AGM (the "**AGM Resolution(s)**"). There were no restrictions on any Shareholder casting votes on the AGM Resolutions at the AGM. No Shareholder was required to abstain from voting on any of the AGM Resolutions. There was no Share entitling the holder to attend and vote only against the AGM Resolutions.

Shareholders and proxies who attended the AGM held a total of 789,189,652 Shares carrying voting rights of the Company, representing 63.962022% of the total number of Shares carrying voting rights of the Company. All the AGM Resolutions were put to vote by way of poll. Onsite voting and online voting (for A Shares only) were both adopted at the AGM. 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 AGM	10
Of which: Number of A Shareholders	7
Number of H Shareholders	3
Total number of Shares carrying voting rights held by Shareholders	789,189,652
Of which: Total number of Shares held by A Shareholders	640,929,944
Total number of Shares held by H Shareholders	148,259,708
Percentage of the total number of Shares carrying voting rights of the Company(%)	63.962022
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	51.945911
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	12.016111

Note: Shareholders who attended the AGM include Shareholders attending the on-site meeting and A Shareholders attending the AGM through online voting.

The AGM was chaired by Mr. He Zhiyong, Chairman of the Company. 8 out of the 8 Directors attended the AGM. 5 out of the 5 Supervisors of the Company attended the AGM. Certain members of the senior management of the Company and the secretary to the Board also attended the AGM.

The poll results in respect of the AGM Resolutions passed at the AGM 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 2016 annual report of the Company.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	140,289,708	94.624298	7,970,000	5.375702	0	0.000000
		Total	781,219,152	98.990040	7,970,500	1.009960	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
2	To consider and approve the report of the Board of Directors (the "**Board**") of the Company for the year ended 31 December 2016.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	140,289,708	94.624298	7,970,000	5.375702	0	0.000000
		Total	781,219,152	98.990040	7,970,500	1.009960	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								

Ordinary 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 report of the Supervisory Committee of the Company for the year ended 31 December 2016.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	140,289,708	94.624298	7,970,000	5.375702	0	0.000000
		Total	781,219,152	98.990040	7,970,500	1.009960	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
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.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	140,289,708	94.624298	7,970,000	5.375702	0	0.000000
		Total	781,219,152	98.990040	7,970,500	1.009960	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
5	To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2016.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	141,289,708	95.298790	6,970,000	4.701210	0	0.000000
		Total	782,219,152	99.116752	6,970,500	0.883248	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
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.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	140,289,708	94.624298	7,970,000	5.375702	0	0.000000
		Total	781,219,152	98.990040	7,970,500	1.009960	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
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.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	99,617,659	67.191323	48,642,049	32.808677	0	0.000000
		Total	740,547,103	93.836393	48,642,549	6.163607	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								

Ordinary resolutions		Category of Shareholders	For		Against		Abstain	
			Number of Shares voted	Percentage %	Number of Shares voted	Percentage %	Number of Shares voted	Percentage %
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.	A Shareholders	640,929,444	99.999922	500	0.000078	0	0.000000
		H Shareholders	140,289,708	94.624298	7,970,000	5.375702	0	0.000000
		Total	781,219,152	98.990040	7,970,500	1.009960	0	0.000000
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								

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 AGM.

II. PAYMENT OF FINAL DIVIDEND FOR 2016

The Board announces the following information relating to payment of final dividend for 2016:

The Company will pay the final dividend (the "**Dividend**") at RMB0.30 per Share (tax inclusive) for the year ended 31 December 2016. The Dividend will be payable to the H Shareholders whose names appear on the register of members of the Company on 6 June 2017 (the "**Dividend Entitlement Date**"). According to the Articles of Association, the Dividend payable to A Shareholders shall be declared and paid in Renminbi whilst the Dividend payable to H Shareholders shall be declared in Renminbi and paid in Hong Kong dollar. The exchange rate will be calculated based on the average exchange rate published by The People's Bank of China for the week immediately prior to the 2016 AGM of the Company. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

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

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 AGM, that was, from 15 May 2017 to 19 May 2017, was HK$1 to RMB0.882606. Accordingly, the Dividend payable per H Share is HK$0.339903 (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 Dividend 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 Dividend at their own risks on or before 7 July 2017.

In accordance with the "Corporate Income Tax Law of the People's Republic of China" and its implementation regulations effective, where a PRC domestic enterprise distributes dividends to non-resident enterprise shareholders, it is required to withhold 10% corporate income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the dividend as corporate income tax, distribute the dividend to non-resident enterprise Shareholders, i.e., any Shareholders who hold the Company's Shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other groups and organizations.

Pursuant to the letter titled the "Tax arrangements on dividends paid to Hong Kong residents by mainland companies" issued by the Stock Exchange to the issuers on 4 July 2011 and the "State Administration of Taxation Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045" (Guo Shui Han [2011] No. 348), it is confirmed that the overseas resident individual shareholders holding the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they reside and China or the tax arrangements between China mainland and Hong Kong (Macau). Therefore, the Company will withhold 10% of the dividend as individual income tax, unless it is otherwise specified by the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of such dividends in accordance with the tax rates and according to the relevant procedures as specified by the relevant regulations.

III. CHANGE OF MEMBERS OF THE SUPERVISORY COMMITTEE

At the AGM, Mr. Chao Hsun was elected as a shareholder representative Supervisor of the fourth session of the Supervisory Committee with a term from immediately after the conclusion of the AGM and ending at the expiry of the fourth session of the Supervisory Committee. Biographical details of Mr. Chao Hsun are set out in the Circular. As at the date of this announcement, there was no change in such information.

IV. CHANGE OF MEMBERS OF THE BOARD

At the AGM, Mr. Han Xiaoming was elected as a non-executive Director of the fourth session of the Board with a term from immediately after the conclusion of the AGM and ending at the expiry of the fourth session of the Board. Biographical details of Mr. Han Xiaoming are set out in the Circular. As at the date of this announcement, there was no change in such information.

V. CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board is pleased to announce that, following the above-mentioned change to the members of the Board, the positions of the Board Committees on which each Board member serves are set out in the table below:

Committees / Directors	Strategy and Investment Planning Committee	Audit Committee	Remuneration and Review Committee	Nomination Committee
He Zhiyong				
Luo Yong				
Yang Miao	Member			
Luo Jun			Member	Member
Zhang Peng		Member		
Han Xiaoming	Chairman			
Han Liyan	Member	Member	Chairman	Member
Chan Yuk Tong		Chairman		
Xiao Liping			Member	Chairman

The above-mentioned appointments shall take effect from the date of this announcement to the expiry of the fourth session of the Board.

VI. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposes to change its business scope in view of the requirement of retail business operation, thus it is proposed that article 11 of the Articles of Association should be amended as follows:

Existing article 11, as follows:

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food, dairy products (not including infant formula, limits branch office management); printing of publications, printed matters of package and decoration and other printed matters; (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business; vocational skills training and education ancillary services (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

is proposed to be amended as:

"The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food and bulk food, dairy products (not including infant formula, limits branch office management); printing of publications, printed matters of package and decoration and other printed matters; (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business; vocational skills training and education ancillary services; catering business (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences).

The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered."

The proposed amendments to the Articles of Association are subject to the approval by the Shareholders at an extraordinary general meeting to be convened by the Company by way of a special resolution and all necessary approvals, authorizations or registration (if applicable) from or filings with the relevant government or regulatory authorities. Details of the proposed amendments to the Articles of Association and the extraordinary general meeting will be set out in a circular which will be dispatched 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, 25 May 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. Han Xiaoming 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*