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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)

PROPOSED APPOINTMENT OF INTERNAL CONTROL AUDITOR OF THE COMPANY FOR 2017

The board (the “**Board**”) of directors (the “**Directors**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) announces that, to strengthen the development of the internal control system of the Company, gradually improve the internal control mechanism of the Company, regulate the internal control management and satisfy the regulatory needs of the capital market, the Company proposes to commence the internal control audit work and to appoint an internal control auditor for the year. In accordance with the “Analysis Report on the Implementation of the Enterprise’s Internal Control System by the PRC Listed Companies in 2015” (《我國上市公司2015年執行企業內部控制規範體系情況分析報告》) prepared by the Ministry of Finance of the People’s Republic of China and China Securities Regulatory Commission, 97.7% listed companies carry out the audit of internal control and the audit of financial statements on consolidated basis. In other words, the same auditor is engaged to carry out the audit of internal control and the audit of financial statements. The Board (including independent non-executive Directors) of the Company propose, to appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP (also being the auditor of the Company) as the internal control auditor of the Company for the year, and consider that the simultaneous appointment of the auditor and commencement of the audit of internal control and the audit of financial statements are conducive to the stability and continuity of the Company’s audit work, enhancing work efficiency and saving time and costs.

EXTRAORDINARY GENERAL MEETING

Pursuant to the articles of association and the rules of procedure of general meetings of the Company, shareholders (the “**Shareholders**”) of the Company shall resolve on the appointment of auditor. Accordingly, the Company will convene an extraordinary general meeting (the “**EGM**”) to seek the Shareholders’ approval for the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP (also being the auditor of the Company) as the internal control auditor of the Company for 2017. The notice for convening the EGM, proxy form for the EGM (for H Shareholders) and reply slip for the EGM (for H Shareholders) will be despatched to the H Shareholders in due course.

By Order of the Board

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

He Zhiyong

Chairman

Sichuan, the PRC, 30 August 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