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 OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND PROPOSED APPOINTMENT OF INDEPENENT NON-EXECUTIVE DIRECTOR

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the "**Board**") of directors (the "**Director(s)**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") announces that in accordance with the qualification requirements of independent directors specified in the Guiding Opinions on the Establishment of Independent Director System by Listed Companies (filled as Zheng Jian Fa [2001] No. 102) issued by China Securities Regulatory Commission (the "**CSRC**"), Mr. Han Liyan ("**Mr. Han**") will resign as an independent non-executive Director of the Company due to expiration of his term of office, which shall take effect after, inter alia, the resolution in relation to the appointment of a new independent non-executive Director to be passed on the extraordinary general meeting (the "**EGM**") to be convened on Thursday, 26 October 2017. At the same time, Mr. Han will also cease to be a member of the strategy and investment planning committee (the "**Strategy and Investment Planning Committee**"), a member of the audit committee (the "**Audit Committee**"), the chairman and a member of the remuneration and review committee (the "**Remuneration and Review Committee**") and a member of the nomination committee (the "**Nomination Committee**") of the Board of the Company. Mr. Han shall continue to assume his duties and perform his obligations in accordance with the existing articles of association of the Company and all relevant laws and regulations until the conclusion of the EGM.

Mr. Han has confirmed that, as at the date of this announcement, he does not have any disagreement with 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 Board would like to take this opportunity to thank Mr. Han for his valuable contributions made to the Company during his term of office at the Company

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company is pleased to announce that, upon the nomination from the Nomination Committee of the Board and consideration by the Board, the Board proposes to appoint Mr. Fang Bingxi ("**Mr. Fang**") as an independent non-executive Director of the Company. Biographical details of Mr. Fang are set out as follows:

Fang Bingxi, aged 55, is a China Certified Public Valuer. He is currently the executive deputy general manager of the southwest branch of China United Assets Appraisal Group. Mr. Fang was a workshop officer and the head of production division of the Shaanxi No.1 Thermal Generator Accessories Factory (陝西省內燃機配件一廠) from 1984 to 1993 and served as the deputy general manager of Oriental Asset Appraisal Limited (東方資產評估事務所) from 1993 to 2000. Mr. Fang completed an advanced post-graduate program in Accounting at the Southwestern University of Finance and Economics (西南財經大學) from September 2001 to July 2003. Mr. Fang has extensive practical experience in asset valuation and capital operation, having participated in approximately one thousand asset valuation projects and performed asset valuation for IPO of over 30 companies since he entered the business of asset valuation over twenty years ago. Mr. Fang is currently the vice chairman and a member of the Appraisal Standard Committee of Sichuan Appraisal Society (四川省資產評估協會懲戒委員會), an expert of the Expert Base of Sichuan Appraisal Society (四川資產評估協會專家庫) and the deputy director of the Expert Committee of the Listed Companies Association of Sichuan (四川省上市公司協會專家委員會).

Save as disclosed above, Mr. Fang confirms that (i) he did not hold any position in the Company or any other members 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 (Cap. 571, Laws of Hong Kong).

Save as disclosed above, the Company considers that there is no other information that needs to be disclosed, that there are no matters regarding Mr. Fang 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, and that there are no other matters that need to be brought to the attention of the Shareholders.

The appointment of Mr. Fang as an independent non-executive Director shall be effective upon the Shareholders' approval at the EGM. The term of office of Mr. Fang shall commence from the date of the EGM to the expiration of the term of the current session of the Board of the Company. Upon the passing of the resolution in relation to the appointment of Mr. Fang as an independent non-executive Director of the Company, Mr. Han will formally resign as an independent non-executive Director of the Company as well as a member of the Strategy and Investment Planning Committee, a member of the Audit Committee, the chairman and a member of the Remuneration and Review Committee and a member of the Nomination Committee.

Mr. Fang will sign a service contract with the Company. The amount of emoluments payable to Mr. Fang shall be determined by the Board under the authority granted by the Shareholders at the EGM and having regard to his qualifications and experience, his duties and responsibilities with the Company and market conditions. Mr. Fang has not previously signed any service contracts with the Company in relation to his appointment as an independent non-executive Director of the Company.

EXTRAORDINARY GENERAL MEETING

The EGM will be held for the Shareholders to approve, inter alia, the appointment of Mr. Fang as an independent non-executive Director of the Company.

A circular containing, inter alia, (i) the appointment of Mr. Fang as an independent non-executive Director of the Company; (ii) biographical details of Mr. Fang and other relevant information; and (iii) supplementary notice of the EGM 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, 28 September 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*