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)

(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 26 OCTOBER 2017; (II) CHANGE OF MEMBERS OF THE BOARD; AND (III) CHANGE OF MEMBERS OF BOARD COMMITTEES

References are made to (i) the announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 30 August 2017 in relation to the proposed appointment of internal control auditor of the Company for 2017; (ii) the announcement dated 28 September 2017 in relation to, among others, the proposed appointment of independent non-executive director (the "**Announcements**"); (iii) the circular dated 12 October 2017 in relation to, among others, the proposed appointment of independent non-executive director (the "**Circular**"); (iv) the notice of the extraordinary general meeting (the "**EGM Notice**") dated 4 September 2017; and (v) the supplementary notice of extraordinary general meeting (the "**EGM supplementary notice**") dated 12 October 2017. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board confirms that there are no false representations, misleading statements or material omissions 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 EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting of the Company (the "**EGM**") was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") at 9:30 a.m. on Thursday, 26 October 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 EGM (the "**EGM Resolution(s)**"). There were no restrictions on any Shareholder casting votes on the EGM Resolutions at the EGM. No Shareholder was required to abstain from voting on any of the EGM Resolutions. There was no Share entitling the holder to attend and vote only against the EGM Resolutions.

Shareholders and proxies who attended the EGM held a total of 842,217,238 Shares carrying voting rights of the Company, representing 68.259787% of the total number of Shares carrying voting rights of the Company. All the EGM Resolutions were put to vote by way of poll. Onsite voting and online voting (for A Shares only) were both adopted at the EGM. 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 EGM	12
Of which: Number of A Shareholders	11
Number of H Shareholders	1
Total number of Shares carrying voting rights held by Shareholders	842,217,238
Of which: Total number of Shares held by A Shareholders	694,539,044
Total number of Shares held by H Shareholders	147,678,194
Percentage of the total number of Shares carrying voting rights of the Company(%)	68.259787
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	56.290806
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	11.968981

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

The EGM was chaired by Mr. He Zhiyong, Chairman of the Company. 9 out of the 9 Directors attended the EGM. 5 out of the 6 Supervisors of the Company attended the EGM, while Supervisor Mr. Li Xu was unable to attend the EGM due to illness. Certain members of the senior management of the Company and the secretary to the Board also attended the EGM.

The poll results in respect of the EGM Resolutions passed at the EGM 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 appointment of internal control auditor of the Company for 2017.	A Shareholders	694,533,844	99.999251	5,200	0.000749	0	0.000000
		H Shareholders	139,801,194	94.666105	7,877,000	5.333895	0	0.000000
		Total	834,335,038	99.064113	7,882,200	0.935887	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 election of Mr. Fang Bingxi as an independent non-executive Director of the Company with a term from immediately after the conclusion of the EGM and ending at the expiry of the current session of the Board and to authorize the Board to fix his emoluments and determine the terms of the service contract.	A Shareholders	694,533,844	99.999251	5,200	0.000749	0	0.000000
		H Shareholders	139,801,194	94.666105	7,877,000	5.333895	0	0.000000
		Total	834,335,038	99.064113	7,882,200	0.935887	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 EGM.

II. CHANGE OF MEMBERS OF THE BOARD

At the EGM, Mr. Fang Bingxi was elected as an independent non-executive Director of the Board of the fourth session with a term from immediately after the conclusion of the EGM and ending at the expiry of the fourth session of the Board. The biographical details of Mr. Fang Bingxi and the details of fixing his emoluments were set out in the Circular. As at the date of this announcement, there has been no change in such information. Mr. Han Liyan will officially resign as independent non-executive Director of the Company. Mr. Han Liyan 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 Company would like to take this opportunity to thank Mr. Han Liyan for his valuable contributions made to the Company during his term of office.

III. 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			
Chan Yuk Tong		Chairman	Chairman	Member
Xiao Liping			Member	Chairlady
Fang Bingxi	Member	Member		

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

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

Sichuan, the PRC, 26 October 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. Chan Yuk Tong, Ms. Xiao Liping, and Mr. Fang Bingxi as independent non-executive directors.

* *For identification purposes only*