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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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The board (the “**Board**”) of directors (the “**Director(s)**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) announces that as part of the Company’s efforts to explore and expand new products, new businesses and new modes of co-operation to the needs of its business operation with focus on operation and growth in continuously improving services and quality of its stores for the retailing business, and in order to better meet the market demand, the Board proposed amendments to Article 11 of the articles of association of the Company (the “**Articles of Association**”) by including “ticketing agency” in the business scope of the Company so that the Company would be allowed to commence that business. Details of the amendments are as follows:

Article 11 of the Existing Articles of Association

“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; 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.”

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, 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; ticketing agency (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.”

EGM

The Company will convene an extraordinary general meeting (the “**EGM**”) for the purpose of, among other things, seeking approval from the Company’s shareholders (the “**Shareholders**”) on the proposed amendments to the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM to be convened by the Company and shall be valid when all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities.

A circular containing, among other things, the further details on the proposed amendments to the Articles of Association and the notice of the EGM will be sent 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, 30 October 2017

As at the date of this announcement, the Board of the Company 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