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)

VOLUNTARY ANNOUNCEMENT
RESULT OF THE INCREASE OF SHAREHOLDING IN THE COMPANY BY A CONTROLLING SHAREHOLDER

Reference is made to the voluntary announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 3 November 2016 in relation to the increase of shareholding in the Company by Sichuan Xinhua Publishing Group Co., Ltd.* (四川新華發行集團有限公司) ("**Sichuan Xinhua Publishing Group**"), a controlling shareholder of the Company. Details of the increase of shareholding are as follows:

1. DETAILS OF THE INCREASE OF SHAREHOLDING

Based on its confidence in the prospects of future development of the Company and its agreement to the value of the Company, Sichuan Xinhua Publishing Group, as the controlling shareholder of the Company, has increased its shareholding of H shares in the Company to the extent permissible under the stock trading system of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in twelve months started from 2 November 2016, and the increase of shareholding in aggregate has not exceeds 24 million shares. Please refer to the voluntary announcement of the Company dated 3 November 2016 for details.

2. THE IMPLEMENTATION OF SUCH INCREASE OF SHAREHOLDING

As of 1 November 2017, the implementation of such increase of shareholding was completed. Prior to the implementation of such increase of shareholding, Sichuan Xinhua Publishing Group directly held 592,809,525 A shares of the Company, representing 48.046% of the total share capital of the Company. During the period from 2 November 2016 to 1 November 2017, Sichuan Xinhua Publishing Group, through its subsidiary, in aggregate increased its shareholding in the H shares of the Company by 13,133,000 shares, representing 1.064% of the total share capital of the Company. Following the implementation of such increase of shareholding, Sichuan Xinhua Publishing Group directly held 592,809,525 A shares of the Company and held 13,133,000 H shares of the Company through its subsidiary, in aggregate held 605,942,525 shares of the Company, representing 49.110% of the total share capital of the Company.

3. During the implementation of such increase of shareholding, Sichuan Xinhua Publishing Group, according to its undertaking, did not reduce its shareholding in all of the shares of the Company, and undertakes not to reduce its shareholding in all of the shares of the Company during the statutory period.

4. As verified and confirmed by lawyer in the PRC, the increase of shareholding is in compliance with the laws and regulations, including the Securities Law of the People's Republic of China and the Measures for the Administration of the Takeover of Listed Companies (the "**Measures for the Administration of the Takeover of Listed Companies**") promulgated by the China Securities Regulatory Commission, the departmental rules and the operating rules of Shanghai Stock Exchange and the Stock Exchange.

5. The Company will continue to make reports and disclosure of the relevant information pursuant to the relevant regulations under the Listing Rules of Shanghai Stock Exchange, Measures for the Administration of the Takeover of Listed Companies, Guidelines for the Increase in Shareholdings by Shareholders of Listed Companies and Persons Acting in Concert with Such Shareholders of Shanghai Stock Exchange and of the Securities and Futures Commission of Hong Kong and the Stock Exchange.

By Order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
He Zhiyong
Chairman

Sichuan, the PRC, 20 November 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*