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 EXECUTIVE DIRECTOR; PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; RESIGNATION OF SUPERVISOR; AND PROPOSED ELECTION OF SUPERVISOR

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the "**Board**") of directors (the "**Director(s)**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") announces that, Mr. Luo Yong ("**Mr. Luo**") has tendered his resignation as an executive Director of the Company as he requires to devote more time to his other business, which shall take effect after, inter alia, the resolution in relation to the appointment of a new executive Director to be passed on the extraordinary general meeting (the "**EGM**") to be convened. Mr. Luo 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. Luo 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. Luo for his significant and valuable contributions made to the Company's development and good operating results during his term of office at the Company.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

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

Chen Yunhua, aged 56, is the president and a member of the party committee of Sichuan Publication Group Co., Ltd.* (四川出版集團有限責任公司). He previously served as a staff member and senior staff member of Sichuan Provincial Administration of Traditional Chinese Medicine (四川省中醫管理局), the deputy executive director and executive director of the publicity division of the propaganda department of the Sichuan provincial party committee (四川省委宣傳部), the deputy consultant, deputy division secretary and deputy office director of the cadres division of the propaganda department of the Sichuan provincial party committee, the deputy office director and the chairman of the trade union of the propaganda department of the

Sichuan provincial party committee, the head of the press department and the chairman of the trade union of the propaganda department of the Sichuan provincial party committee, and the deputy editor-in-chief and a member of the CPC party committee of Sichuan Daily Newspaper Group* (四川日報報業集團). He has been serving as the president and a member of the CPC party committee of Sichuan Publication Group Co., Ltd.* since December 2015. Mr. Chen graduated from Chengdu University of Traditional Chinese Medicine, majoring in Traditional Chinese medicine, and subsequently completed the graduate courses of the Specialized Historical Studies of the College of History and Culture at Sichuan University.

Save as disclosed above, Mr. Chen 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. Chen 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. Chen as an executive Director shall be effective upon the Shareholders' approval at the EGM. The term of office of Mr. Chen shall commence from the date of the EGM to the expiration of the term of the current session of the Board of Directors of the Company. Upon the passing of the resolution by the Shareholders in relation to the proposed appointment of Mr. Chen as an executive Director of the Company at the EGM, Mr. Luo will formally resign as an executive Director of the Company.

Mr. Chen will enter into a service contract with the Company. The amount of emoluments payable to Mr. Chen 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. Chen has not previously entered into any service contracts with the Company in relation to his appointment as an executive Director of the Company.

RESIGNATION OF SUPERVISOR

The Board of the Company announces that, Mr. Xu Ping ("**Mr. Xu**") has tendered his resignation as a supervisor (the "**Supervisor**") and the chairman of the Board of Supervisors (the "**Board of Supervisors**") of the Company as he requires to devote more time to his other business, which shall take effect after, inter alia, the resolution in relation to the appointment of a new Supervisor to be passed on the forthcoming EGM. Mr. Xu 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. Xu has confirmed that, as at the date of this announcement, he does not have any disagreement with the Board of Supervisors or the Board and that there are no other matters relating to his resignation which need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited.

The Board and the Board of Supervisors would like to take this opportunity to thank Mr. Xu for his valuable contributions made to the Company's development and good governance during his term of office at the Company.

PROPOSED ELECTION OF SUPERVISOR

The Company is pleased to announce that, Mr. Tang Xiongxing ("**Mr. Tang**") has been nominated by the Board of Supervisors as the candidate for a Supervisor. Biographical details of Mr. Tang are set out as follows:

Tang Xiongxing, aged 50, is the vice secretary of the party committee of Sichuan Publication Group Co., Ltd.* (四川出版集團有限責任公司). He previously served as a staff member, senior staff member and principal staff member of the spiritual civilization construction office of Sichuan Province, the principal staff member of the propaganda department of the Sichuan provincial party committee and the spiritual civilization construction office of Sichuan Province, the principal staff member, deputy director and director of the policy and law research office of the propaganda department of the Sichuan provincial party committee, the deputy secretary-general and secretary-general of the propaganda department of the Sichuan provincial party committee, the secretary of the party committee of the propaganda department of the Sichuan provincial party committee, and a member of the party committee and the director of the propaganda department of Guang'an City, Sichuan Province. He has been serving as the deputy secretary of the party committee of Sichuan Publication Group Co., Ltd.* since November 2016. Mr. Tang holds a bachelor's degree in Political Education from Sichuan Normal University and a master's degree in History from Yunnan University.

Save as disclosed above, Mr. Tang 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. Tang 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. Tang as a Supervisor shall be effective upon the Shareholders' approval at the EGM. The term of office of Mr. Tang shall commence from the date of the EGM to the expiration of the term of the current session of the Board of Supervisors of the Company. Upon the passing of the resolution by the Shareholders in relation to the proposed appointment of Mr. Tang as a Supervisor of the Company at the EGM, Mr. Xu will formally resign as a Supervisor and the chairman of the Board of Supervisors of the Company.

Mr. Tang will enter into a service contract with the Company. The amount of emoluments payable to Mr. Tang 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. Tang has not previously entered into any service contracts with the Company in relation to his appointment as a Supervisor of the Company.

EXTRAORDINARY GENERAL MEETING

The EGM will be held by the Company for its Shareholders to approve, inter alia, the appointment of Mr. Chen as an executive Director and Mr. Tang as a Supervisor of the Company.

A circular containing, inter alia, (i) the appointment of Mr. Chen as an executive Director of the Company; (ii) biographical details of Mr. Chen and other relevant information; (iii) the appointment of Mr. Tang as a Supervisor of the Company; (iv) biographical details of Mr. Tang and other relevant information; and (v) 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, 30 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*