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: 00811)

(I) ELECTION OF THE BOARD AND SUPERVISORY COMMITTEE OF THE FOURTH SESSION; (II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE MEETING RULES OF THE COMPANY; AND (III) REFRESHMENT OF THE MANDATE OF THE A SHARE ISSUE

(I) ELECTION OF THE BOARD AND SUPERVISORY COMMITTEE OF THE FOURTH SESSION

The board (the "**Board**") of directors (the "**Director(s)**") of Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司) (the "**Company**") announces that the term of office of the Company's Directors and supervisors (the "**Supervisor(s)**") of the third session expired in 2014. Pursuant to the existing articles of association of the Company (the "**Existing Articles of Association**") and the relevant laws of the People's Republic of China (the "**PRC**"), all the existing Directors and the Supervisors shall continue to perform their duties as the Directors or Supervisors before a new session of the Board and the supervisory committee (the "**Supervisory Committee**") of the Company is elected. The Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fourth session of the Board and the Supervisory Committee will be elected at the forthcoming extraordinary general meeting (the "**EGM**") of the Company to be held in or around March 2015. All the existing Directors and Supervisors have confirmed that they will continue to hold their offices and perform their duties in accordance with the Existing Articles of Association and all relevant laws and regulations until the resolutions in relation to the appointment of the Directors and the Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fourth session are passed at the EGM.

The Board is pleased to announce that the Board of the fourth session shall comprise 9 Directors, comprising 3 executive Directors, 3 non-executive Directors and 3 independent non-executive Directors. The Supervisory Committee of the fourth session shall be changed from 9 Supervisors to 6 Supervisors, including 2 Supervisors representing the shareholders of the Company (the "**Shareholders**"), 2 independent Supervisors and 2 Supervisors representing the staff and workers of the Company.

Pursuant to the Existing Articles of Association and the relevant laws of the PRC, the term of office of each Director and Supervisor (excluding the Supervisors representing the staff and workers of the Company) shall commence from the date of approval of his/her appointment by Shareholders at a general meeting of the Company until expiry of the relevant session of the Board and the Supervisory Committee, whereas the term of office of each Supervisor representing the staff and workers of the Company shall commence from the date of approval of his/her democratic appointment by the staff and workers of the Company and the formation of the new session of the Supervisory Committee until expiry of the relevant session of the Supervisory Committee. Upon expiry of the relevant session of the Board and the Supervisory Committee, all the retiring Directors and Supervisors, being eligible, may offer him/herself for re-election at the forthcoming general meeting of the Company.

The term of the Board and the Supervisory Committee of the fourth session will be for a period of three years which is proposed to commence on the date of approval by the Shareholders at the EGM. The Supervisors representing the staff and workers of the Company will be elected by the staff and workers of the Company democratically.

Mr. Zhang Chengxing and Mr. Mo Shixing, the respective retiring non-executive Director and independent non-executive Director, and Mr. Li Kun, Ms. Zhou Jing and Mr. Li Guangwei, the respective retiring Supervisors representing Shareholders and independent Supervisor, have notified the Company that, they will not seek for re-election and will retire from their offices of Director and Supervisor respectively on the date on which the Directors and Supervisors of the fourth session of the Board and the Supervisory Committee are appointed. Mr. Zhang Chengxing shall cease to be a member of the Company's strategy and investment planning committee and the chairman of the Company's editorial and publication committee while Mr. Mo Shixing shall cease to be a member of the Company's remuneration and review committee and the chairman of the Company's nomination committee upon their respective retirement simultaneously. Mr. Zhang Chengxing, Mr. Mo Shixing, Mr. Li Kun, Ms. Zhou Jing and Mr. Li Guangwei have confirmed that they have no disagreement with the Board and the Supervisory Committee and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders. Except for the retiring Directors and Supervisors mentioned in this paragraph, the other retiring Directors and Supervisors are eligible and will seek for re-election.

After considering the opinions of the Company's nomination committee, the Board has nominated Mr. Gong Cimin, Mr. Luo Yong, Mr. Luo Jun, Mr. Zhang Peng, Mr. Zhao Junhuai, Mr. Han Liyan and Mr. Mak Wai Ho, being the retiring Directors, as the candidates for re-election as Directors for the next term of office commencing from the date of approval of their appointments by the Shareholders at the EGM and expiring on the date of the relevant session of the Board. As mentioned above, Mr. Zhang Chengxing and Mr. Mo Shixing will not seek for re-election and will retire from their offices of Director on the date on which the Directors of the fourth session of the Board are appointed. Therefore, the Board has nominated Mr. Yang Miao and Ms. Xiao Liping as the candidates for election as new Directors for the next term of the Board.

The Supervisory Committee has nominated Mr. Xu Ping and Mr. Xu Yuzheng, being the retiring Supervisors representing the Shareholders, and Mr. Fu Daiguo, being the retiring independent Supervisor, as the candidates for re-election as the Supervisors representing the Shareholders and the independent Supervisor respectively for the next term of office commencing from the date of approval of their appointments by the Shareholders at the EGM and expiring on the date of the relevant session of the Supervisory Committee. As mentioned above, Mr. Li Kun, Ms. Zhou Jing and Mr. Li Guangwei will not seek for re-election and will retire from their offices of Supervisor on the date on which the Supervisors of the fourth session of the Supervisory Committee are appointed. Therefore, the Supervisory Committee has nominated Ms. Liu Mixia as the candidate for election as a new independent Supervisor for the next term of the Supervisory Committee.

Ms. Wang Jianping, Ms. Lan Hong and Ms. Liu Nan, all being the Supervisors representing the staff and workers of the Company of the third session of the Supervisory Committee, will or will not be re-elected as Supervisors representing the staff and workers of the Supervisory Committee of the fourth session by the staff and workers of the Company democratically.

The election of the Directors, Supervisors representing the Shareholders and independent Supervisors of the fourth session is subject to the approval by the Shareholders at the EGM by way of ordinary resolutions.

The Company will issue an announcement as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as soon as practicable when the election of the Supervisors representing the Shareholders and the independent Supervisors is approved at the EGM and the Supervisors representing the staff and workers are elected by the staff and workers of the Company democratically.

(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE MEETING RULES OF THE COMPANY

In order to reflect the adjustments of the number of the Supervisors and the composition of the Supervisory Committee and to comply with the requirements of the relevant regulatory authorities upon completion of the proposed issue of domestic ordinary shares of the Company (the "**A Shares**") of RMB1.00 each and from the date of listing on the Shanghai Stock Exchange (the "**SSE**") (the "**A Share Issue**", for details, please refer to the Company's announcement dated 16 January 2013 and the circulars dated 5 February 2013 and 21 January 2014 respectively), the Board proposes to make certain amendments to the Existing Articles of Association and the articles of association (the "**Articles of Association (A Shares)**") of the Company which will be effective upon completion of the A Share Issue and from the date of listing on the SSE. The Existing Articles of Association and the Articles of Association (A Shares) are collectively referred to as the "Articles of Association" herein below.

In order to comply with the requirements of the relevant regulatory authorities upon completion of the A Share Issue, the Company proposes to make certain amendments to the General Meeting Rules (the "**General Meeting Rules (A Shares)**") and the Board Meeting Rules (the "**Board Meeting Rules (A Shares)**") of the Company which will be effective upon completion of the A Share Issue and from the date of listing on the SSE.

In order to reflect the adjustments of the number of the Supervisors and the composition of the Supervisory Committee, the Supervisory Committee proposes to make certain amendments to the existing rules of procedure for the meetings of the Supervisory Committee (the "**Existing Supervisory Committee Meeting Rules**") and the rules of procedure for the meetings of the Supervisory Committee (the "**Supervisory Committee Meeting Rules (A Shares)**") which will be effective upon completion of the A Share Issue and from the date of listing on the SSE.

The General Meeting Rules (A Shares), the Board Meeting Rules (A Shares), the Existing Supervisory Committee Meeting Rules and the Supervisory Committee Meeting Rules (A Shares) are collectively referred to as the "**Meeting Rules**" herein below.

The proposed amendments to the Articles of Association and the Meeting Rules are subject to the approval by the Shareholders at the EGM by way of special resolutions and all necessary approvals, authorizations or registration (if applicable) from or filings with the relevant government or regulatory authorities. The proposed amendments to the Articles of Association (A Shares), the General Meeting Rules (A Shares), the Board Meeting Rules (A Shares) and the Supervisory Committee Meeting Rules (A Shares) will only be effective upon completion of the A Share Issue and from the date of listing on the SSE.

(III) REFRESHMENT OF THE MANDATE OF THE A SHARE ISSUE

Reference is made to the announcement of the Company dated 16 January 2013 and the circulars of the Company dated 5 February 2013 and 21 January 2014 respectively, which are in relation to, among other things, the proposed issue of A Shares and the refreshment of the A Share Issue.

On 7 March 2014, the Company held the extraordinary general meeting, Domestic Shares and H Shares class meetings respectively, where the Shareholders resolved, among other things, to approve the proposed A Share Issue and the grant of authorization to the Board to deal with the A Share Issue and related matters for 12 months from 7 March 2014.

The Company has already submitted the application for the proposed A Share Issue to the CSRC. As at the date of this announcement, the approval of the application still has not been granted. As it is expected that the Company may not be able to complete the A Share Issue on or before the expiry date of the abovementioned authorization (i.e. 6 March 2015), the Board has resolved to seek the approval of the Shareholders to refresh the mandate of the A Share Issue and grant the authorization to the Board to deal with the A Share Issue and relevant matters.

The proposal in relation to the A Share Issue, the use of proceeds, and the effects of the A Share Issue on the Company's Shareholding Structure have no substantial changes as those set out in the circular of the Company dated 21 January 2014.

EGM AND CLASS MEETINGS

The Company will convene the EGM for the purpose of seeking the Shareholders' approval of, among other things, (i) the appointment of the Directors, Supervisors (excluding Supervisors representing the staff and workers of the Company) of the fourth session; and (ii) the proposed amendments to the Articles of Association and the Meeting Rules, and (iii) refreshment of the mandate of the A Share Issue. The Domestic Share class meeting and the H Share class meeting (collectively the "**Class Meetings**") will be convened respectively at the same venue immediately after the EGM for the purpose of seeking the Domestic Shareholders and H Shareholders' approval on refreshment of the mandate of the A Share Issue.

A circular containing, among other things, details of (i) the election of the Board of the fourth session, election of the Supervisory Committee of the fourth session and the determination of the remuneration of the Directors and Supervisors; (ii) the proposed amendments to the Articles of Association of the Company and the Meeting Rules; (iii) refreshment of the mandate of the A Share Issue; and (iv) the notices of EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable.

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

Sichuan, the PRC, 13 January 2015

As at the date of this announcement, the Board comprises (a) Mr. Gong Cimin and Mr. Luo Yong as executive Directors; (b) Mr. Zhang Chengxing, Mr. Luo Jun, Mr. Zhang Peng and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Han Liyan, Mr. Mo Shixing and Mr. Mak Wai Ho as independent non-executive Directors.

* *For identification purposes only*