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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 13 MAY 2015; AND
PAYMENT OF FINAL DIVIDEND FOR 2014**

Reference is made to the 2014 annual results announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 10 March 2015 (the “**Results Announcement**”) and the notice of 2014 annual general meeting of the Company (the “**AGM Notice**”) dated 27 March 2015. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the AGM Notice.

The Board confirms that there are no false representations, misleading statements or material omission in this announcement, and they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

2014 ANNUAL GENERAL MEETING

The 2014 annual general meeting of the Company (the “**AGM**”) was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Wednesday, 13 May 2015. The convening of the AGM was in accordance with the Law of the PRC and the articles of association of the Company (the “**Articles of Association**”).

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) is 1,135,131,000 Shares, all of which entitle the holders to attend and vote for or against the resolutions put forward at the AGM (the “**AGM Resolutions**”) based on their shareholdings. Shareholders holding an aggregate of 779,891,518 voting Shares, representing approximately 68.70% of the total number of issued Shares, attended the AGM either in person or by proxy. No shareholder was required to abstain from voting on any of the AGM Resolutions. There was no Share entitling the holder to attend and vote only against the AGM Resolutions. All the AGM Resolutions at the AGM were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the AGM.

The poll results in respect of the resolutions passed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
1.	To consider and approve the report of the Board for the year ended 31 December 2014.	774,768,518 (99.39%)	4,793,000 (0.61%)
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 report of the supervisory committee of the Company for the year ended 31 December 2014.	774,768,518 (99.39%)	4,793,000 (0.61%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3.	To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2014.	774,768,518 (99.39%)	4,793,000 (0.61%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.	To consider and approve the Company's profit distribution plan and declaration of a final dividend for the year ended 31 December 2014.	775,098,518 (99.39%)	4,793,000 (0.61%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
5.	To consider and approve the remuneration of Directors and supervisors of the Company for the year ended 31 December 2014.	775,098,518 (99.39%)	4,793,000 (0.61%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
6.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. (special general partnership) as the international and PRC auditors of the Company for the year 2015 respectively with a term ending at the conclusion of the next annual general meeting of the Company after the AGM, and to authorize the Board to fix their remunerations.	774,232,518 (99.27%)	5,659,000 (0.73%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

PAYMENT OF FINAL DIVIDEND FOR 2014

Information on Payment of Final Dividend

The Board announces the following information relating to payment of the final dividend for 2014:

The Company will distribute a final dividend (the “**Dividend**”) of RMB0.30 (tax inclusive) per Share for the year ended 31 December 2014. The Dividend will be payable to the shareholders whose names appear on the register of members of the Company on 26 May 2015 (the “**Dividend Entitlement Date**”). According to the Articles of Association, the Dividend shall be denominated and declared in Renminbi. The Dividend payable to holders of domestic Shares shall be paid in Renminbi whilst the Dividend payable to holders of H Shares shall be paid in Hong Kong dollar. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

$$\begin{array}{lcl} \text{Dividend per H Share} & & \text{Dividend per Share in Renminbi} \\ \text{in Hong Kong dollar} & = & \hline & & \text{The average middle exchange rates of Renminbi against} \\ & & \text{Hong Kong dollar published by The People's Bank} \\ & & \text{of China for the week immediately prior to the AGM} \end{array}$$

The average middle exchange rates of Renminbi against Hong Kong dollar published by The People's Bank of China for the week immediately prior to the AGM, that was, from 4 May 2015 to 8 May 2015, was HK\$1.00 to RMB0.788644. Accordingly, the Dividend payable per H Share is HK\$0.380402 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Dividend declared by the Company on behalf of the holders of H Shares. The Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to shareholders of H Shares who are entitled to receive the Dividend at their own risks on or before 8 July 2015.

Withholding of Income Taxes on Dividend Income

As stated in the Results Announcement, the Company will, in accordance with the relevant PRC laws and regulations and the relevant provisions of the tax regulatory authorities, withhold income tax at a tax rate of 10% on the Dividend paid to non-resident corporate shareholders and individual shareholders whose names appear on the register of members of the Company as at 26 May 2015 respectively. For individual shareholders, if there are other provisions in the tax agreements between their countries of domicile and China or in the tax arrangements between Mainland China and Hong Kong (Macau), the Company will withhold the individual income tax on the Dividend payable to such individual shareholders in accordance with the tax rates and procedures as stipulated by the relevant provisions.

For the purpose of payment of the Dividend, “non-resident corporate shareholders” refer to any shareholders holding the Shares in the name of non-individual shareholders, which include but not limited to the shareholders of H Shares whose Shares are registered in the name of HKSCC Nominees Limited, other nominees or trustees, or other groups and organizations. Shareholders should read the above information carefully. If anyone would like to change the identity of the shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the shareholders. In addition, the Company will withhold the corporate income tax and the individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H Shares register of members of the Company as at the Dividend Entitlement Date. The Company will not entertain, or take any responsibilities for, any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the shareholders or any disputes over the mechanism of withholding of the corporate income tax and the individual income tax.

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

Sichuan, the PRC, 13 May 2015

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

* *For identification purposes only*