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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)**

## **(I) RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN; AND (II) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

### **RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN**

The board (the “**Board**”) of directors (the “**Directors**”) of Xinhua Winshare Publishing and Media Co., Ltd. (the “**Company**”) announces that, Mr. Gong Cimin (“**Mr. Gong**”) will resign from the office of executive Director and Chairman due to advancing age, yet 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 resolution regarding the appointment of a new executive Director has been passed at an extraordinary general meeting of the Company to be held.

Mr. Gong 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.

The Board would like to take this opportunity to thank Mr. Gong for his important and valuable contributions made to the Company during his term of office.

### **PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

The Company is pleased to announce that, as nominated by the Nomination Committee and considered by the Board, the Board proposes to appoint Mr. He Zhiyong (“**Mr. He**”) as an executive Director. Biographical details of Mr. He are set out as follows:

He Zhiyong, aged 55, currently president and party committee member of Sichuan Xinhua Publishing Group Co., Ltd.\* (四川新華發行集團有限公司) (“**Sichuan Xinhua Publishing Group**”). Mr. He served as lecturer, head of teaching research section, associate professor and deputy department head of the Economic and Trade Department at Southwestern University of Finance and Economics from April 1986 to February 1994; vice president, executive vice president at Southwestern University of Finance and Economics Press, and professor at Southwestern University of Finance and Economics from February 1994 to May 2000; deputy head and party leadership group member of Sichuan Provincial Press and Publication (Copyright) Bureau from May 2000 to November 2003; editor-in-chief and deputy head of the management committee of Sichuan Publication Group from November 2003 to September 2005; party secretary and head of the management committee of Sichuan Periodical Press Group from September 2005 to September 2015; and has been the president and party committee member of Sichuan Xinhua Publishing Group since September 2015. Mr. He was named the “Middle-aged and Young Expert with Outstanding Contributions to the National Press and Publication Industry” (全國新聞出版業有突出貢獻中青年專家) and “Academic and Technology Leader of Sichuan Province” (四川省學術和技術帶頭人). Mr. He holds a doctorate degree in Economics from Southwestern University of Finance and Economics and enjoys special government subsidy granted by the State Council.

## EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the Company will be held for the shareholders to approve, if thought fit, the appointment of Mr. He as executive Director of the Company.

A circular containing, inter alia, (i) details regarding the appointment of Mr. He as an executive Director of the Company; (ii) biographical details of Mr. He and other relevant information; and (iii) notice of the extraordinary general meeting 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, 12 November 2015

\* *For identification purposes only*

*As at the date of this announcement, the Board comprises (a) Mr. Gong Cimin, Mr. Luo Long 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.*