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)

RENEWAL OF VARIOUS CONTINUING CONNECTED TRANSACTIONS

RENEWAL OF VARIOUS CONTINUING CONNECTED TRANSACTIONS

Reference is made to the Company's announcement dated 20 December 2012 regarding, amongst others, the various continuing connected transactions (the "**Announcement**").

According to the Announcement, the Group has been conducting certain continuing connected transactions with, amongst others, Huang Peng Property, Sichuan Xinhua Publishing Group and Winshare Online pursuant to the Previous Property Management Agreement, Previous Lease and Previous Publications Purchase Agreement.

As the Previous Property Management Agreement, Previous Lease and Previous Publications Purchase Agreement will expire on 31 December 2015, the Company has agreed to renew the Previous Property Management Agreement, Previous Lease and Previous Publications Purchase Agreement and entered into the following agreements with Huang Peng Property, Sichuan Xinhua Publishing Group and Winshare Online respectively on 23 November 2015:

(1) Renewed Property Management Agreement

On 23 November 2015, the Company has entered into the Renewed Property Management Agreement with Huang Peng Property in connection with the provision of property management services to the Group by Huang Peng Property for the period from 1 January 2016 to 31 December 2018.

As at the date of this announcement, Huang Peng Property is a wholly-owned subsidiary of Sichuan Xinhua Publishing Group, the controlling shareholder of the Company. Accordingly, Huang Peng Property is a connected person of the Company and therefore the transaction contemplated under the Renewed Property Management Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

(2) Renewed Lease

On 23 November 2015, the Company has entered into the Renewed Lease with Sichuan Xinhua Publishing Group in connection with the leasing of the Premises by Sichuan Xinhua Publishing Group to the Group for the period from 1 January 2016 to 31 December 2018.

As at the date of this announcement, Sichuan Xinhua Publishing Group is the controlling shareholder of the Company. Accordingly, Sichuan Xinhua Publishing Group is a connected person of the Company and therefore the transaction contemplated under the Renewed Lease constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

(3) Renewed Publications Purchase Agreement

On 23 November 2015, the Company has entered into the Renewed Publications Purchase Agreement with Winshare Online. Pursuant to the Renewed Publications Purchase Agreement, Winshare Online shall purchase the Subject Publications from the Company for the period from 1 January 2016 to 31 December 2018.

As at the date of this announcement, Winshare Online is a non wholly-owned subsidiary of the Company whilst Sichuan Xinhua Publishing Group, which controls over 10% of the voting power of Winshare Online, is the controlling Shareholder of the Company. Accordingly, Winshare Online is a connected person of the Company and therefore the transaction contemplated under the Renewed Publications Purchase Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

As various applicable percentage ratios (other than the profits ratio) for the Renewed Property Management Agreement and Renewed Lease are, on an annual basis, more than 0.1% but less than 5%, these agreements are subject to the reporting, announcement and annual review requirements but exempt from the Independent Shareholders' approval requirements under Rule 14A.34 of the Listing Rules.

As certain applicable percentage ratios (other than the profits ratio) for the Renewed Publications Purchase Agreement are, on an annual basis, over 5%, the Renewed Publications Purchase Agreement is subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee has been formed to consider and advise the Independent Shareholders as to whether the terms of the Renewed Publications Purchase Agreement, the transactions contemplated thereunder, and the annual cap for the Renewed Publications Purchase Agreement for each of the three years ending 31 December 2018 are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders as to how to vote at the EGM. An independent financial adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this respect.

A circular containing, among other things, (i) further details of the Renewed Publications Purchase Agreement and the transactions contemplated thereunder; (ii) the recommendation of the Independent Board Committee in connection with the Renewed Publications Purchase Agreement; (iii) the advice of the independent financial adviser; and (iv) a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

RENEWAL OF VARIOUS CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

Reference is made to the Announcement. On 20 December 2012, the Company entered into the Previous Property Management Agreement, Previous Lease and Previous Publications Purchase Agreement respectively with Huang Peng Property, Sichuan Xinhua Publishing Group and Winshare Online. Pursuant to the Previous Property Management Agreement, Huang Peng Property shall provide property management services to the Group during the term of the agreement. Pursuant to the Previous Lease, Sichuan Xinhua Publishing Group shall lease certain buildings and units in Sichuan Province to the Group during the term of the agreement. Pursuant to the Previous Publications Purchase Agreement, Winshare Online shall purchase and the Company shall provide the Publications to Winshare Online during the term of the agreement.

As the Previous Property Management Agreement, Previous Lease and Previous Publications Purchase Agreement will expire on 31 December 2015, the Company has agreed to renew the Previous Property Management Agreement, Previous Lease and Previous Publications Purchase Agreement and entered into the following agreements with Huang Peng Property, Sichuan Xinhua Publishing Group and Winshare Online respectively on 23 November 2015:

(1) Renewed Property Management Agreement

Principal Terms

Date:	23 November 2015
Term:	1 January 2016 to 31 December 2018 (both days inclusive)
Parties:	(1) the Company (and on behalf of the Group) as recipient of services (2) Huang Peng Property as service provider
Nature of transaction:	Huang Peng Property shall provide property management services to the Group.
Service fees:	The service fees for the property management services shall be agreed between the parties having regard to the type of property owned or rented by the Group and the type of services provided by Huang Peng Property under each service agreement.
Payment term:	Unless otherwise agreed between the Company and Huang Peng Property, the fees for the property management services shall be settled by the Company every 3 months by way of bank transfer.
Option to renew:	Subject to the Listing Rules and the approvals of the Stock Exchange, the Board and/or the Independent Shareholders (if required), the Company may separately enter into a written property management agreement upon serving a written notice to Huang Peng Property prior to the expiry of the Renewed Property Management Agreement.

Pricing policy

The service fees shall be determined by the parties with reference to the quotations of similar property management services of the comparable properties provided by no less than two Independent Third Parties in a fair and reasonable manner through arm's length negotiation. The standard of the fees charged by Huang Peng Property for the provision of property management services to the Group shall be subject to review by the professional departments of the Company to ensure that the fees are fair and not higher than that for similar property services charged by the Independent Third Parties.

The connected relationship between the parties

As at the date of this announcement, Huang Peng Property is a wholly-owned subsidiary of Sichuan Xinhua Publishing Group, the controlling shareholder of the Company. Accordingly, Huang Peng Property is a connected person of the Company and therefore the transaction contemplated under the Renewed Property Management Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Historical caps and transaction amounts

The following table summarizes the historical cap amounts and their relevant historical transaction amounts for the Previous Property Management Agreement for each of the two years ended 31 December 2014 and the nine months ended 30 September 2015:

	For the year ended 31 December 2013 *(RMB'000)*	**For the year ended 31 December 2014** *(RMB'000)*	**For the nine months ended 30 September 2015** *(RMB'000)*
Annual cap	6,600	9,000	9,500
Historical transaction amount	6,095	7,558	4,724

Annual caps and basis for determining the annual caps

In considering the annual caps for the Renewed Property Management Agreement, the Directors have considered a number of factors including:

(1) the total amount of fees paid by the Group to Huang Peng Property for the provision of property management services each year;

(2) the growth in demand for property management services following the anticipated increase in both the total area of property and the scope of property management services to be covered by the Property Management Services Arrangements;

(3) natural rise of general market price owing to factors such as cost and commodity price level; and

(4) the estimated increase in the fees for the provision of property management services under the Property Management Agreement of approximately 5% yearly from 2016 to 2018.

Having considered the above factors, the Directors propose that the annual cap for the Renewed Property Management Agreement for each of the three years ending 31 December 2018 shall be as follows:

	For the year ending 31 December 2016 *(RMB'000)*	For the year ending 31 December 2017 *(RMB'000)*	For the year ending 31 December 2018 *(RMB'000)*
Annual cap	9,500	11,000	12,000

Reasons for and benefits of the Renewed Property Management Agreement

Huang Peng Property concentrates on providing property management services to various business units and management departments of the Group, which can improve the efficiency in the Group's administration and reduce the fees for property management.

At the same time, Huang Peng Property has continuously provided the Group with thorough, efficient and convenient property management services in the past years of cooperation, and is very familiar with the property services projects and the needs of the Group. The Directors believe that Huang Peng Property could provide better services support to the Group to meet its office and operational needs.

The Directors (including the independent non-executive Directors) consider that the Renewed Property Management Agreement is entered into in the ordinary and usual course of business of the Group and the terms as contained in the Renewed Property Management Agreement are normal commercial terms, which are arrived at after arm's length negotiations between the parties, the annual caps stated above in this announcement and the terms of the Renewed Property Management Agreement are fair and reasonable and in the interests of the Company and the Shareholders taken as a whole.

(2) Renewed Lease

Principal Terms

Date:	23 November 2015
Term:	1 January 2016 to 31 December 2018 (both days inclusive)
Parties:	(1) the Company (and on behalf of the Group) as lessee
	(2) Sichuan Xinhua Publishing Group as lessor
Nature of transaction:	Sichuan Xinhua Publishing Group shall lease the Premises to the Group.

Rental:	Regarding the Premises to be leased by the Company from Sichuan Xinhua Publishing Group, the annual rental for the lease of the Premises shall be RMB39,460,800 for the three years ending 31 December 2018 (exclusive of electricity expense, water expense, management expense, etc., unless otherwise stated). During the term of the lease, if the area of the Premises leased by the Company from Sichuan Xinhua Publishing Group changes, the parties may make an adjustment to the abovementioned total amount of rent, which should be confirmed by the parties through otherwise entering into a supplemental agreement. For the premises leased by the subsidiaries of the Company from Sichuan Xinhua Publishing Group, the rental shall be confirmed by the subsidiaries of the Company and Sichuan Xinhua Publishing Group through otherwise entering into a separate lease.
Payment term:	Unless otherwise agreed between the Company and Sichuan Xinhua Publishing Group, the rentals in respect of the lease of each Premise shall be paid by the Group to Sichuan Xinhua Publishing Group yearly by way of bank transfer or bill.
Option to renew:	Subject to the Listing Rules and the approvals of the Stock Exchange, the Board and/or the Independent Shareholders (if required), the Company may separately enter into a written lease upon serving a written notice to Sichuan Xinhua Publishing Group prior to the expiry of the Renewed Lease.

Pricing policy

The rental shall be determined by the parties in a fair and reasonable manner through arm's length negotiation and on normal commercial terms with reference to the assessment results of the prevailing market rent of the relevant leased buildings as at 30 September 2015 issued by Sichuan TianJian HuaHeng Assets Appraisal Co., Ltd., an independent qualified property valuer, as at 23 November 2015 and the market rent of comparable properties.

The connected relationship between the parties

As at the date of this announcement, Sichuan Xinhua Publishing Group is the controlling shareholder of the Company. Accordingly, Sichuan Xinhua Publishing Group is a connected person of the Company and therefore the transaction contemplated under the Renewed Lease constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Historical caps and transaction amounts

The following table summarizes the historical cap amounts and their relevant historical transaction amounts for the Previous Lease for each of the two years ended 31 December 2014 and the nine months ended 30 September 2015:

	For the year ended 31 December 2013 *(RMB'000)*	**For the year ended 31 December 2014** *(RMB'000)*	**For the nine months ended 30 September 2015** *(RMB'000)*
Annual cap	38,000	40,000	42,000
Historical transaction amount	35,991	35,687	26,765

Annual caps and basis for determining the annual caps

In considering the annual caps for the Renewed Lease, the Directors have considered a number of factors including:

(1) the total amount of rent paid by the Group to Sichuan Xinhua Publishing Group for leasing the Premises under the Previous Lease each year;

(2) the market rent and the lease valuation report in respect of the lease of Premises prepared by an independent qualified property valuer;

(3) the anticipated demand for leasing property for offices, warehouses and retail outlets of the Group for the three years ending 31 December 2018; and

(4) the anticipated natural and reasonable growth of the rental market.

Having considered the above factors, the Directors propose that the annual cap for the Renewed Lease for each of the three years ending 31 December 2018 shall be as follows:

	For the year ending 31 December 2016 *(RMB'000)*	**For the year ending 31 December 2017** *(RMB'000)*	**For the year ending 31 December 2018** *(RMB'000)*
Annual cap	41,000	41,500	42,000

Reasons for and benefits of the Renewed Lease

Currently, most of the Premises used by the Company and some of its subsidiaries are leased by Sichuan Xinhua Publishing Group to the Group and are mainly used as offices, warehouses and retail outlets of the Group. During the term of the Lease, the Premises will mainly be used as offices, warehouses and retail outlets of the Group to satisfy administration needs, the inventory turnover storage needs as well as the retail business needs of the Group. The locations and area of the Premises that can be leased by Sichuan Xinhua Publishing Group to the Group are considered favourable and appropriate, respectively, for the functions discussed above. The arrangements to renew the Previous Lease can continuously provide the Premises to the Company to meet its needs.

The Directors (including the independent non-executive Directors) consider that the Renewed Lease is entered into in the ordinary and usual course of business of the Group and the terms as contained in the Renewed Lease are normal commercial terms, which are arrived at after arm's length negotiations between the parties, the annual caps stated above in this announcement and the terms of the Renewed Lease are fair and reasonable and in the interests of the Company and the Shareholders taken as a whole.

(3) Renewed Publications Purchase Agreement

Principal Terms

Date:	23 November 2015
Term:	1 January 2016 to 31 December 2018 (both days inclusive)
Parties:	(1) the Company (and on behalf of the Group (excluding Winshare Online)) as supplier (2) Winshare Online as purchaser
Nature of transaction:	Winshare Online shall purchase the Publications from the Company and its subsidiaries (excluding Winshare Online) for wholesale and retail at Winshare Online's e-commerce platform, www.winxuan.com and other online sales platforms.
Price:	Winshare Online shall purchase the Subject Publications through purchase contracts or orders. Details of which are set out in, among others, the pricing and payment terms of the Publications.
Payment term:	The settlement of payment shall be agreed between the Company and its subsidiaries (excluding Winshare Online) and Winshare Online having regard to the type and quantity of the Subject Publications under each purchase contract or order and the actual sales conditions. Unless otherwise agreed by the parties, the settlement of payment for each purchase contract or order shall be made by cash or bank drafts within four months upon actual business engagement between the parties.

Option to renew:	Subject to the Listing Rules and the approvals of the Stock Exchange, the Board and/or the Independent Shareholders (if required), the Company may separately enter into a written publications purchase agreement upon serving a written notice to Winshare Online prior to the expiry of the Renewed Publications Purchase Agreement.
Conditions precedent:	The Renewed Publications Purchase Agreement is conditional upon, among others, the Company having obtained its Independent Shareholders' approval of the Renewed Publications Purchase Agreement and the transactions contemplated thereunder.

Pricing policy

The pricing of the Publications shall be determined by the parties through arm's length negotiation and on normal commercial terms with reference to the Company's integrated purchase costs and the prevailing market price of the Publications, which shall be basically the same as that of the transactions entered into between the parties and the market players who are Independent Third Parties.

The settlement price of the Digital Reading Contents shall be determined by the parties on normal commercial terms through arm's length negotiation based on the proportion of reading revenue or the formula of fixed unit price x actual quantity on shelf. The proportion of the agreed profit sharing and the profit sharing between the parties and the market players who are Independent Third Parties are basically the same.

The pricing offered by the Group to Winshare Online in respect of the provision of the Subject Publications shall be no less favourable to the average pricing offered to no less than two Independent Third Parties who are engaged in similar business to ensure that the final pricing for the Publications is fair and reasonable. In addition, the Company's relevant professional departments will regularly review the integrated purchase costs of the Company to ensure that the pricing of the Publications is no less than the integrated purchase costs of the Company.

The connected relationship between the parties

As at the date of this announcement, Winshare Online is a non wholly-owned subsidiary of the Company whilst Sichuan Xinhua Publishing Group, which control over 10% of the voting power of Winshare Online, is the controlling Shareholder of the Company. Accordingly, Winshare Online is a connected person of the Company and therefore the transaction contemplated under the Renewed Publications Purchase Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

Historical caps and transaction amounts

The following table summarizes the historical cap amounts and their relevant historical transaction amounts for the Previous Publications Purchase Agreement for each of the two years ended 31 December 2014 and the nine months ended 30 September 2015:

	For the year ended 31 December 2013 *(RMB'000)*	**For the year ended 31 December 2014** *(RMB'000)*	**For the nine months ended 30 September 2015** *(RMB'000)*
Annual cap	450,000	600,000	900,000
Historical transaction amount	221,509	368,736	447,097

Annual caps and basis for determining the annual caps

In considering the annual caps under the Renewed Publications Purchase Agreement, the Directors have considered a number of factors including:

(i) the historical transaction amounts under the Previous Publications Purchase Agreement;

(ii) the growth rate of the historical transaction amounts under the Previous Publications Purchase Agreement;

(iii) the rapid growth of Winshare Online's business since its establishment and it strategic plans for future business development;

(iv) the expected additional demand for the Publications in anticipation of Winshare Online's business development benefited from the rapid growth trend in the PRC e-commerce market and the favourable policies introduced by the PRC government on the cultural and publication industries in recent years; and

(v) the possible growth of market price of the Publications from time to time as a result of the increase in the cost of paper, commodity price level and inflation.

Having considered the above factors, the Directors propose that the annual cap for the Renewed Publications Purchase Agreement for each of the three years ending 31 December 2018 shall be as follows:

	For the year ending 31 December 2016 *(RMB'000)*	**For the year ending 31 December 2017** *(RMB'000)*	**For the year ending 31 December 2018** *(RMB'000)*
Annual cap	1,086,000	1,368,000	1,680,000

Reasons for and benefits of the Renewed Publications Purchase Agreement

The integration of the Group's operation on its publishing and distribution chain has been realised with the business supporting platform. As one of the largest publications suppliers in the region, the Company is capable of and competitive in the supply of publications and related businesses of which should be considered as one of the best available suppliers of publications to Winshare Online.

Winshare Online is a joint venture company established for the purposes of carrying out the Group's development strategies, in particular for the expansion of the Group's publications business, and forms a part of the Group's publishing and distribution chain. The Renewed Publications Purchase Agreement can promote the development of the Group's publications e-commerce business model and improve the Company's sustainability for long term development.

The Directors (excluding the independent non-executive Directors whose views will be set out in the circular to be despatched to the Shareholders) consider that the Renewed Publications Purchase Agreement is entered into in the ordinary and usual course of business of the Group and the terms as contained in the Renewed Publications Purchase Agreement are normal commercial terms, which are arrived at after arm's length negotiations between the parties, the annual caps stated above in this announcement and the terms of the Renewed Publications Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders taken as a whole.

INFORMATION OF THE GROUP AND THE COUNTERPARTIES

The Group is principally engaged in the wholesale and retails of publications and electronic publications, wholesale of audio and visual products, production and distribution of electronic publications and audio and visual products and publication business, etc.

Huang Peng Property is principally engaged in the business of property management and services, maintenance and cleaning services and construction and renovation services etc.

Sichuan Xinhua Publishing Group is principally engaged in the business of wholesaling and retailing, leasing of properties, real estate, project investment, computer software and hotel services.

Winshare Online is primarily engaged in the provision of online transactions and related services in relation to the publications and cultural products.

LISTING RULES IMPLICATIONS

As various applicable percentage ratios (other than the profits ratio) for the Renewed Property Management Agreement and Renewed Lease are, on an annual basis, more than 0.1% but less than 5%, these two agreements are only subject to the reporting, announcement and annual review requirements but exempt from the Independent Shareholders' approval requirements under Rule 14A.76 of the Listing Rules.

As certain applicable percentage ratios (other than the profits ratio) for the Renewed Publications Purchase Agreement are, on an annual basis, over 5%, the Renewed Publications Purchase Agreement is subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.70(11) of the Listing Rules and the articles of association of the Company, Mr. Gong Cimin, Mr. Luo Jun, Mr. Luo Yong and Mr. Zhang Peng may be regarded as having relevant interests in the Renewed Property Management Agreement, Renewed Lease and Renewed Publications Purchase Agreement. As such, they have abstained from voting on the Board resolution for approving the said 3 agreements and their respective proposed annual cap amount for each of the three years ending 31 December 2018. Save for the aforementioned Directors, none of the Directors has any material interests in the said 3 agreements.

An EGM will be convened to obtain the Independent Shareholders' approval regarding Renewed Publications Purchase Agreement.

An Independent Board Committee has been formed to consider and advise the Independent Shareholders as to whether the terms of the Renewed Publications Purchase Agreement, the transactions contemplated thereunder, and the annual cap for the Renewed Publications Purchase Agreement for each of the three years ending 31 December 2018 are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders as to how to vote at the EGM. An independent financial adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this respect.

A circular containing, among other things, (i) further details of the Renewed Publications Purchase Agreement and the transactions contemplated thereunder; (ii) the recommendation of the Independent Board Committee in connection with the Renewed Publications Purchase Agreement; (iii) the advice of the independent financial adviser; and (iv) a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, the following terms shall have the meanings set out below, unless the context otherwise requires:

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan);
"RMB"	Renminbi, the lawful currency of the PRC;
"Previous Lease"	an agreement dated 20 December 2012 entered into between the Company and Sichuan Xinhua Publishing Group in connection with the leasing of certain buildings in Sichuan Province by Sichuan Xinhua Publishing Group to the Group for the period from 1 January 2013 to 31 December 2015;
"Previous Property Management Agreement"	an agreement dated 20 December 2012 entered into between the Company and Huang Peng Property in connection with provision of property management service by Huang Peng Property to the Group for the period from 1 January 2013 to 31 December 2015;

"Previous Publications Purchase Agreement"	an agreement dated 20 December 2012 entered into between the Company and Winshare Online in connection with the purchase of publications by Winshare Online from the Company for the period from 1 January 2013 to 31 December 2015;
"Sichuan Xinhua Publishing Group"	Sichuan Xinhua Publishing Group Co., Ltd.* (四川新華發行集團有限公司), a state-owned entity established in the PRC which is the controlling shareholder of the Company;
"controlling shareholder"	has the same meaning as ascribed to this term under the Listing Rules;
"Winshare Online"	Sichuan Winshare Online E-commerce Co., Ltd.* (四川文軒在線電子商務有限公司), a limited liability company established in the PRC and a subsidiary of the Company which is owned as to 75% and 25% by the Company and Sichuan Xinhua Publishing Group as at the date of this announcement;
"Publications"	paper publications, electronic publications and audio and visual productions provided by the Company and its subsidiaries (excluding Winshare Online) to Winshare Online under the Renewed Publications Purchase Agreement;
"Digital Reading Contents"	copyright works produced and uploaded by Winshare Online to a platform for end users to read via PCs, ebook readers or mobile phones, which are based on the ebook contents and the online novels with legitimate rights that are delivered to Winshare Online by the Company and its subsidiaries (excluding Winshare Online) under the Renewed Publications Purchase Agreement;
"Renewed Lease"	the framework agreement dated 23 November 2015 entered into between the Company and Sichuan Xinhua Publishing Group in connection with the leasing of Premises by Sichuan Xinhua Publishing Group to the Group for the period from 1 January 2016 to 31 December 2018;
"Renewed Property Management Agreement"	the framework agreement dated 23 November 2015 entered into between the Company and Huang Peng Property in connection with provision of property management service by Huang Peng Property to the Group for the period from 1 January 2016 to 31 December 2018;

"Previous Publications Purchase Agreement"	the framework agreement dated 23 November 2015 entered into between the Company and Winshare Online in connection with the purchase of Publications and Digital Reading Contents by Winshare Online from the Company for the period from 1 January 2016 to 31 December 2018;
"Company"	Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Premises"	Certain buildings and units owned by Sichuan Xinhua Publishing Group with a total area of approximately 78,322.52 square metres;
"Independent Third Party(ies)"	persons(s) or company(ies) which is(are) independent of the Directors, supervisors, substantial shareholders and chief executive (as defined under the Listing Rules) of the Group;
"Independent Shareholders"	has the meaning ascribed to it under Chapter 14A of the Listing Rules;
"Independent Board Committee"	an independent committee of the Board composed of all independent non-executive Directors;
"Huang Peng Property"	Chengdu Huang Peng Property Co., Ltd.* (成都皇鵬物業有限責任公司), a limited liability established in the PRC and a wholly-owned subsidiary of Sichuan Xinhua Publishing Group, the controlling shareholder of the Company as at the date of this announcement;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"associate(s)"	has the meaning as ascribed to this term under the Listing Rules;
"Shareholder(s)"	shareholder(s) of the Company;
"EGM"	the extraordinary general meeting of the Company to be convened and held for the Independent Shareholders to approve the Renewed Publications Purchase Agreement (including its annual cap);
"Directors"	the directors of the Company;
"Board"	the board of Directors;

"Subject Publications"	the Publications and Digital Reading Contents to be purchased by Winshare Online from the Company under the Renewed Publications Purchase Agreement;
"connected person(s)"	has the same meaning as ascribed to this term under the Listing Rules;
"RMB"	Renminbi, the lawful currency of the PRC;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC; and
"%"	per cent.

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

Sichuan, the PRC, 23 November 2015

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.

* *For identification purposes only*