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 INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (II) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the "**Board**") of directors (the "**Directors**") of Xinhua Winshare Publishing and Media Co., Ltd. (the "**Company**") announces that, Mr. Mak Wai Ho ("**Mr. Mak**") will resign as an independent non-executive Director as he requires to devote more time to his other business and personal engagements which shall take effect after, *inter alia*, the resolution in relation to the appointment of a new independent non-executive Director to be passed on the extraordinary general meeting (the "**EGM**") to be convened. At the same time, Mr. Mak will also cease to be the chairman and a member of the audit committee (the "**Audit Committee**") of the Company. Mr. Mak 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. Mak 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 and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"').

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

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company is pleased to announce that, as nominated by the nomination committee of the Company and considered by the Board, the Board proposes to appoint Mr. Chan Yuk Tong ("**Mr. Chan**") as an independent non-executive Director of the Company. Biographical details of Mr. Chan are set out as follows:

Chan Yuk Tong, aged 53, is an independent non-executive director of FDG Electric Vehicles Limited, Global Sweeteners Holdings Limited, Ground Properties Company Limited and Kam Hing International Holdings Limited, which are companies listed in Hong Kong. Mr. Chan was an independent non-executive Director from April 2006 to July 2013, during which he had been the chairman, a member of the Audit Committee and a member of the remuneration committee of the Company. During the last three years, he was also an independent non-executive director of Ausnutria Dairy Corporation Ltd., BYD Electronic (International) Company Limited, Daisho Microline Holdings Limited and Trauson Holdings Company Limited, which are companies listed in Hong Kong. Mr. Chan obtained a Bachelor's degree in Commerce from the University of Newcastle of Australia and a Master's degree in Business Administration from the Chinese University of Hong Kong. Mr. Chan is a practicing fellow member of the Hong Kong Institute of Certificate Public Accountants and a member of CPA Australia. Mr. Chan has more than 30 years of experience in corporate finance, financial advisory services and management and professional accounting and auditing.

EXTRAORDINARY GENERAL MEETING

The EGM will be held for the shareholders to approve, if thought fit, the appointment of Mr. Chan as an independent non-executive Director of the Company.

A circular containing, *inter alia*, (i) details regarding the appointment of Mr. Chan as an independent non-executive Director of the Company; (ii) biographical details of Mr. Chan 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, 23 November 2015

* *For identification purposes only*

As at the date of this announcement, the Board of the Company 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.