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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)

POSTPONEMENT OF EXTRAORDINARY GENERAL MEETING AND CHANGE OF BOOK CLOSURE PERIOD

References are made to the announcements in relation to, among others, renewal of continuing connected transaction and in relation to, among others, proposed appointment of independent non-executive director (the "**Announcements**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") both dated 23 November 2015, and the notice of EGM dated 4 December 2015 (the "**Second EGM**") for the purpose of considering and approving (i) the Renewed Publications Purchase Agreement and (ii) the appointment of Mr. Chan Yuk Tong as an independent non-executive Director. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcements unless otherwise defined.

It has come to the attention of the Board that the book closure period of the Second EGM, originally during the period from 21 December 2015 to 19 January 2016 (both days inclusive) ("**Original Book Closure Period**") overlaps with the book closure period, from 30 November 2015 to 29 December 2015 (both days inclusive), of the extraordinary general meeting of the Company to be held on 29 December 2015 (the "**First EGM**"). As a result, certain Shareholders who wish to attend and vote at the Second EGM may not be able to lodge the transfer documents and share certificates with the H share registrar of the Company (for holders of H Shares) or the PRC head office of the Company (for holders of Domestic Shares) right before the commencement of the Original Book Closure Period (i.e. on or before 4:30 p.m. on 18 December 2015). In order to ensure all Shareholders will have equal opportunity to attend and vote at the Second EGM, the Board has decided to postpone the Second EGM as follows:

Original Date and Time	Postponed Date and Time
10:00 a.m. on 19 January 2016	10:00 a.m. on 18 February 2016

Accordingly, the book closure period of the Company for the purposes of determining the entitlement of Shareholders to attend the Second EGM will be changed to the period from 19 January 2016 to 18 February 2016 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the Second EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the head office in the PRC of the Company (for holders of Domestic shares) for registration, no later than 4:30 p.m. on 18 January 2016.

Save for the aforesaid changes, the contents as set out in the respective notice, form of proxy and reply slip of the Second EGM (collectively the "**Meeting Documents**") will remain unchanged.

The Company will revise the Meeting Documents for the aforesaid changes in due course. The revised Meeting Documents will be published on the websites of the Company and Stock Exchange and be despatched to the Shareholders as soon as practicable.

Original form of proxy and/or reply slip for the Second EGM lodged by the Shareholders prior to the date hereof shall continue to be valid but will be superseded in the event that the same Shareholder has subsequently lodged the corresponding revised form of proxy and/or reply slip.

Shareholders who have not lodged their relevant form of proxy and/or reply slip but intend to attend and/or vote by way of proxy at the Second EGM shall use the corresponding revised form of proxy and/or reply slip to be published and despatched to the Shareholders in due course.

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
Gong Cimin
Chairman

Sichuan, the PRC, 8 December 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*