WINSHARE

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) VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 DECEMBER 2015; (II) CHANGE OF MEMBERS OF THE BOARD; AND (III) APPOINTMENT OF CHAIRMAN OF THE BOARD

Reference is made to the circular (the "**Circular**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 13 November 2015 and the Notice of EGM. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

I. VOTING RESULTS OF THE EGM

EGM

The EGM of the Company was held at 9:30 a.m. on Tuesday, 29 December 2015 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. The convening of the EGM was in accordance with the Company Law and the Articles of Association.

As at the date of the EGM, the total number of issued shares of the Company is 1,135,131,000 Shares, all of which entitle the holders to attend the EGM and vote for or against the resolution (the "**EGM Resolution**") put forward at the EGM. Shareholders holding an aggregate of 825,551,561 voting Shares, representing approximately 72.73% of the total issued Shares of the Company, attended the EGM either in person or by proxy. No Shareholder was required to abstain from voting on the EGM Resolution. There was no Share entitling the holder to attend and vote only against the EGM Resolution. The EGM Resolution at the EGM was 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 EGM.

The poll results in respect of the EGM Resolution were as follows:

ORDINARY RESOLUTION		No. of Votes (%)	
		FOR	**AGAINST**
1.	To consider and approve the election of Mr. He Zhiyong as an executive Director of the Company with immediate effect from the conclusion of the EGM to the expiry of the term of the Board of this session, and authorise the Board to determine his remuneration and implement the terms of the service contract.	808,066,568 (97.88%)	17,484,993 (2.12%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

II. CHANGES OF MEMBERS OF THE BOARD

At the EGM, Mr. He Zhiyong is elected as an executive Director of the Board of the fourth session with immediate effect from the conclusion of the EGM to the expiry of the term of the Board of the fourth session. The biographical details of Mr. He Zhiyong were set out in the Circular. As at the date of this announcement, there has been no change of such information.

Mr. Gong Cimin shall officially retire from the office of executor Director, Chairman and legal representative of the Company from the date of the EGM. Mr. Gong Cimin has confirmed that, as of the date of this announcement, he had no disagreement with the Board and there was no other matter relating to his retirement that need to be brought to the attention of the Shareholders of the Company. The Company wishes to thank Mr. Gong Cimin for his important and valuable contributions to the Company during his term of office.

III. APPOINTMENT OF CHAIRMAN

After the EGM, the Board of the fourth session has resolved to appoint Mr. He Zhiyong as the Chairman of the fourth session with effect from the date of the EGM. According to Article 5 of the Articles of Association, the Chairman of the Company is the legal representative of the Company. Accordingly, Mr. He Zhiyong shall also be the legal representative of the Company.

By order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
You Zugang
Company Secretary

Sichuan, the PRC, 29 December 2015

As at the date of this announcement, the Board comprises (a) Mr. He Zhiyong, 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*