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)

RESIGNATION OF INDEPENDENT SUPERVISOR AND PROPOSED ELECTION OF INDEPENDENT SUPERVISOR

RESIGNATION OF INDEPENDENT SUPERVISOR

The board (the "**Board**") of directors (the "**Directors**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") announces that, Mr. Fu Daiguo ("**Mr. Fu**") will resign as an independent supervisor ("**Independent Supervisor**") of the supervisory committee (the "**Supervisory Committee**") of the Company as he requires to devote more time to his other business and personal engagements. Mr. Fu shall continue to assume his duties and perform his obligations in accordance with the existing articles of association of the Company (the "**Articles**") and all relevant laws and regulations until the resolution regarding the election of a new Independent Supervisor has been passed at an extraordinary general meeting of the Company.

Mr. Fu has confirmed that, as at the date of this announcement, he does not have any disagreement with the Supervisory Committee or 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 Board and the Supervisory Committee would like to take this opportunity to thank Mr. Fu for his valuable contributions made to the Company during his term of office at the Company.

PROPOSED ELECTION OF INDEPENDENT SUPERVISOR

The Company is pleased to announce that, Mr. Li Xu ("**Mr. Li**") has been nominated by the Supervisory Committee as a candidate as Independent Supervisor. Biographical details of Mr. Li are set out as follows:

Li Xu, aged 53. Mr. Li is currently the partner of Sichuan Tianhua Accounting Firm* (四川天華會計師事務所有限公司) and Sichuan Zhongtianhua Asset Appraisal Co., Ltd* (四川中天華資產評估有限公司) respectively and the legal representative and the general manager of Sichuan Jiuhua Investment Management Co., Ltd.* (四川九華投資管理有限公司). Mr. Li was a lecturer of the School of Business Administration of Southwest University of Finance and Economics from 1987 to 1993, the legal representative and the general manager of Sichuan Tianhua Accounting Firm* and Sichuan Zhongtianhua Asset Appraisal Co., Ltd* from 1993 to 2009. He was also the fourth session committee member of the Chinese Institute of Certified Public Accountants, a mentor of master students of the School of Accounting of Southwest University of Finance and Economics, a committee member and the chief committee member of the Education and Training Committee of Sichuan Institute of Certified Public Accountants. Mr. Lee obtained a Bachelor's degree in

Economics from Sichuan Institute of Finance and a Master's degree in Economics from the Faculty of Business Administration of Southwestern University of Finance and Economics and is a certified public accountant in China. Mr. Li has more than 20 years of experience in finance and auditing, asset appraisal and management consultancy.

EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting (the "**Notice**") of the Company dated 5 January 2016 regarding the extraordinary general meeting (the "**EGM**") of the Company to be held at 10:30 a.m. on Thursday, 18 February 2016 at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan.

Pursuant to article 62 of the Articles, shareholders individually or jointly holding not less than 3% of the Company's shares have a right to submit an ex tempore proposal to the convener in writing 10 days prior to date of the meeting. The convener shall despatch a supplementary notice of the general meeting and announce the contents of such ex tempore proposal within 2 days upon receipt of the proposal, and inform other shareholders, and shall include the proposed matters which are within the power of the shareholders' general meeting as matters to be considered at the shareholders' meeting. The ex tempore proposal shall fall within the terms of reference of the shareholders' general meeting and shall have a clear subject for discussion and specific issues for resolution.

The Company received a written notice from Sichuan Xinhua Publishing Group Co., Ltd., a substantial shareholder holding approximately 52.22% of the issued share capital of the Company, proposing to add a resolution in the EGM to consider and, if thought fit, approve the appointment of Mr. Li as an Independent Supervisor.

The Company plans to consider the resolutions as set out in the Notice and this announcement together including, among other things, (I) the refreshment of the mandate of the A shares issue and (II) the appointment of Mr. Li as an Independent Supervisor at the EGM. The appointment of Mr. Li is subject to the approval of shareholders at the EGM. Subject to the approval of Mr. Li's appointment at the EGM, he will enter into a service contract with the Company. Before that, he will not receive any remuneration or bonus payments from the Company.

The Company will despatch a supplemental notice of the EGM to the shareholders on 18 January 2016. A circular containing the details of *inter alia*, (I) the refreshment of the mandate of the A shares issue and (II) the appointment of Mr. Li as an Independent Supervisor will be despatched to the shareholders as soon as practicable according to the Listing Rules.

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

Sichuan, the PRC, 18 January 2016

* *For identification purposes only*

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.