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 18 FEBRUARY 2016; (II) CHANGE OF MEMBERS OF THE BOARD; AND (III) CHANGE OF MEMBERS OF BOARD COMMITTEES

Reference is made to the notice of EGM dated 5 January 2016 and the circular (the "**Circular**") dated 7 January 2016 of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**"). 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

The EGM of the Company was held at 10:00 a.m. on Thursday, 18 February 2016 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 stated in the Circular, Sichuan Xinhua Publishing Group and its associates had to abstain from voting at the EGM on the resolution in relation to the Renewed Publications Purchase Agreement and the transactions contemplated thereunder. As at the date of this announcement, Sichuan Publication Group Company Limited* ("**Sichuan Publication Group**") held 2.74% of the equity interest of the Company. At the same time, Sichuan Publication Group is a wholly-owned subsidiary of Sichuan Development, and is an associate of Sichuan Xinhua Publishing Group in accordance with Rule 14A.13(1) of the Listing Rules, and therefore, is required to abstain from voting at the EGM on the resolution in relation to the Renewed Publications Purchase Agreement and the transactions contemplated thereunder.

As at the date of the EGM, the total number of issued Shares was 1,135,131,000 Shares. In relation to the ordinary resolution 1 put forward at the EGM, as Sichuan Xinhua Publishing Group (holding 592,809,525 Shares) and Sichuan Publication Group (holding 31,051,927 Shares) were required to abstain from voting on the relevant resolution. Accordingly, the total number of shares entitling the holders to attend and vote for or against the ordinary resolution 1 put forward at the EGM was 511,269,548 Shares representing approximately 45.04% of the total issued Shares.

Save as disclosed above, there was no restriction on any Shareholders casting votes on any of the resolutions put forward at the EGM. Therefore, in relation to the ordinary resolution 2 put forward at the EGM, the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution 2 put forward at the EGM was 1,135,131,000 Shares representing 100% of the total issued Shares.

There was no Share entitling the holder to attend and vote only against the resolutions ("**EGM Resolutions**") put forward at the EGM. All EGM Resolutions at the EGM were 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 Resolutions were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		FOR	**AGAINST**
1.	The performance and implementation of the Renewed Publications Purchase Agreement together with the terms and conditions thereof, the transactions contemplated thereunder and the respective proposed annual cap transaction amounts for each of the three years ended 31 December 2018 be and are hereby confirmed, approved and ratified; and any one of the Directors of the Company be and are hereby authorised to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Renewed Publications Purchase Agreement.	208,222,140 (95.69%)	9,376,000 (4.31%)
As more than 50.00% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
2.	The election of Mr. Chan Yuk Tong as an independent non-executive Director of the Company with immediate effect from the conclusion of the EGM to the expiration of the term of office of the current Board be and is hereby approved, and the Board be and is hereby authorised to determine his remuneration and implement the terms of the appointment letter.	831,028,419 (98.76%)	10,431,173 (1.24%)
As more than 50.00% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

II. CHANGE OF MEMBERS OF THE BOARD

At the EGM, Mr. Chan Yuk Tong was elected as an independent non-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 Board of the fourth session. The biographical details of Mr. Chan Yuk Tong were set out in the Circular. As at the date of this announcement, there has been no change in such information.

Mr. Mak Wai Ho shall retire from the office of independent non-executive Director and his positions in the board committees of the Company (the "**Board Committees**") from the date of the EGM. Mr. Mak Wai Ho has confirmed that, as of the date of this announcement, he had no disagreement with the Board and there were no other matters relating to his resignation that need to be brought to the attention of the Shareholders of the Company. The Company wishes to thank Mr. Mak Wai Ho for his important and valuable contributions to the Company during his term of office.

III. CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board is pleased to announce that, following the above-mentioned change to the members of the Board, the positions of the Board Committees on which each Board member serves are set out in the table below:

Committees / Directors	Strategy and Investment Planning Committee	Audit Committee	Remuneration and Review Committee	Nomination Committee
He Zhiyong				
Luo Yong				
Yang Miao	Member			
Luo Jun			Member	Member
Zhang Peng		Member		
Zhao Junhuai	Chairman			
Han Liyan	Member	Member	Chairman	Member
Chan Yuk Tong		Chairman		
Xiao Liping			Member	Chairman

The above-mentioned appointments shall take effect from the date of this announcement to the expiry of the term of the Board of the fourth session.

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

Sichuan, the PRC, 18 February 2016

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. Chan Yuk Tong and Ms. Xiao Liping as independent non-executive Directors.

* *For identification purposes only*