


**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy):** 30/04/2016

To: Hong Kong Exchanges and Clearing Limited

**Name of Issuer** Xinhua Winshare Publishing and Media Co., Ltd.
**Date Submitted** 04/05/2016
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

|                                     |                                                          |                               |                                              |
|-------------------------------------|----------------------------------------------------------|-------------------------------|----------------------------------------------|
| (1) Stock code: <u>N/A</u>          | Description: <u>Domestic Shares (State-owned Shares)</u> |                               |                                              |
|                                     | No. of ordinary shares                                   | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | <u>639,857,900</u>                                       | <u>RMB1.00</u>                | <u>RMB639,857,900.00</u>                     |
| Increase/(decrease)                 | <u>Nil</u>                                               |                               | <u>Nil</u>                                   |
| Balance at close of the month       | <u>639,857,900</u>                                       | <u>RMB1.00</u>                | <u>RMB639,857,900.00</u>                     |

  

|                                     |                                                                  |                               |                                              |
|-------------------------------------|------------------------------------------------------------------|-------------------------------|----------------------------------------------|
| (2) Stock code: <u>N/A</u>          | Description: <u>Domestic Shares (Social Legal Person Shares)</u> |                               |                                              |
|                                     | No. of ordinary shares                                           | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | <u>53,336,000</u>                                                | <u>RMB1.00</u>                | <u>RMB53,336,000.00</u>                      |
| Increase/(decrease)                 | <u>Nil</u>                                                       |                               | <u>Nil</u>                                   |
| Balance at close of the month       | <u>53,336,000</u>                                                | <u>RMB1.00</u>                | <u>RMB53,336,000.00</u>                      |

|                                     |              |                                   |                               |                                                 |
|-------------------------------------|--------------|-----------------------------------|-------------------------------|-------------------------------------------------|
| (3) Stock code: 811                 | Description: | H Shares                          |                               |                                                 |
|                                     |              | No. of other classes<br>of shares | Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month |              | 441,937,100                       | RMB1.00                       | RMB441,937,100.00                               |
| Increase/(decrease)                 |              | Nil                               |                               | Nil                                             |
| Balance at close of the month       |              | 441,937,100                       | RMB1.00                       | RMB441,937,100.00                               |

## 2. Preference Shares

|                                     |              |                             |                               |                                                 |
|-------------------------------------|--------------|-----------------------------|-------------------------------|-------------------------------------------------|
| Stock code:                         | Description: |                             |                               |                                                 |
|                                     |              | No. of preference<br>shares | Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month |              |                             |                               |                                                 |
| Increase/(decrease)                 |              |                             |                               |                                                 |
| Balance at close of the month       |              |                             |                               |                                                 |

## 3. Other Classes of Shares

|                                     |              |                                   |                               |                                                 |
|-------------------------------------|--------------|-----------------------------------|-------------------------------|-------------------------------------------------|
| Stock code:                         | Description: |                                   |                               |                                                 |
|                                     |              | No. of other classes<br>of shares | Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month |              |                                   |                               |                                                 |
| Increase/(decrease)                 |              |                                   |                               |                                                 |
| Balance at close of the month       |              |                                   |                               |                                                 |

Total authorised share capital at the end of the month (State currency):

**RMB1,135,131,000.00**

## II. Movements in Issued Share Capital

|                                      | Domestic<br>Shares<br>(State-owned<br>Shares) | No. of ordinary<br>shares<br>Domestic<br>Shares<br>(Social Legal<br>Person Shares) | H Shares    | No. of<br>preference<br>shares | No. of other<br>classes<br>of shares |
|--------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------------|-------------|--------------------------------|--------------------------------------|
| Balance at close of preceding month  | 639,857,900                                   | 53,336,000                                                                         | 441,937,100 | N/A                            | N/A                                  |
| Increase/(decrease) during the month | Nil                                           | Nil                                                                                | Nil         | N/A                            | N/A                                  |
| Balance at close of the month        | 639,857,900                                   | 53,336,000                                                                         | 441,937,100 | N/A                            | N/A                                  |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share<br>option scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and<br>class of shares<br>issuable | Movement during the month |           |                            |        | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares<br>of issuer which may<br>be issued pursuant<br>thereto as at close of<br>the month |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|----------------------------|--------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
|                                                                                                                            | Granted                   | Exercised | Cancelled                  | Lapsed |                                                                               |                                                                                                       |
| 1.<br>_____<br>_____<br>_____<br>_____<br>(   /   /   )<br>_____ shares<br>(Note 1)                                        | _____                     | _____     | _____                      | _____  | _____                                                                         | _____                                                                                                 |
| 2.<br>_____<br>_____<br>_____<br>_____<br>(   /   /   )<br>_____ shares<br>(Note 1)                                        | _____                     | _____     | _____                      | _____  | _____                                                                         | _____                                                                                                 |
| 3.<br>_____<br>_____<br>_____<br>_____<br>(   /   /   )<br>_____ shares<br>(Note 1)                                        | _____                     | _____     | _____                      | _____  | _____                                                                         | _____                                                                                                 |
|                                                                                                                            |                           |           | Total A. (Ordinary shares) |        | Nil                                                                           |                                                                                                       |
|                                                                                                                            |                           |           | (Preference shares)        |        | N/A                                                                           |                                                                                                       |
|                                                                                                                            |                           |           | (Other class)              |        | N/A                                                                           |                                                                                                       |
| Total funds raised during the month from exercise of<br>options (State currency)                                           |                           |           |                            | Nil    |                                                                               |                                                                                                       |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry – dd/mm/yyyy)                                                                                                                                       | Currency<br>of nominal<br>value | Nominal<br>value at<br>close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal<br>value at<br>close of the<br>month | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
| 1.<br>_____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if listed)<br>Class of shares issuable<br>(Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | _____                           | _____                                                 | _____                            | _____                                        | _____                                                                            | _____                                                                                                       |
| 2.<br>_____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if listed)<br>Class of shares issuable<br>(Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | _____                           | _____                                                 | _____                            | _____                                        | _____                                                                            | _____                                                                                                       |
| 3.<br>_____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if listed)<br>Class of shares issuable<br>(Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | _____                           | _____                                                 | _____                            | _____                                        | _____                                                                            | _____                                                                                                       |
| 4.<br>_____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if listed)<br>Class of shares issuable<br>(Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | _____                           | _____                                                 | _____                            | _____                                        | _____                                                                            | _____                                                                                                       |
| _____<br>_____<br>_____<br>(   /   /   )<br>Stock code (if listed)<br>Class of shares issuable<br>(Note 1)<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)       | _____                           | _____                                                 | _____                            | _____                                        | _____                                                                            | _____                                                                                                       |
|                                                                                                                                                                                                |                                 |                                                       |                                  | Total B. (Ordinary shares)                   | Nil                                                                              |                                                                                                             |
|                                                                                                                                                                                                |                                 |                                                       |                                  | (Preference shares)                          | N/A                                                                              |                                                                                                             |
|                                                                                                                                                                                                |                                 |                                                       |                                  | (Other class)                                | N/A                                                                              |                                                                                                             |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         | _____                          | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 2.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         | _____                          | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 3.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         | _____                          | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| 4.                                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| _____                                          |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         | _____                          | _____                              | _____                      | _____                        | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )     | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | _____                          |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                            |                              |                                                                      |                                                                                           |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | Nil                                                                  |                                                                                           |
| (Preference shares)                            |                                |                                    |                            |                              | N/A                                                                  |                                                                                           |
| (Other class)                                  |                                |                                    |                            |                              | N/A                                                                  |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options  
(other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy),<br>if applicable, and class of shares issuable: | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares<br>of issuer which may<br>be issued pursuant<br>thereto as at close of<br>the month |
|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| 1. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                           |                                                                               |                                                                                                       |
| 2. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                           |                                                                               |                                                                                                       |
| 3. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                           |                                                                               |                                                                                                       |
| _____                                                                                                      |                                                                               |                                                                                                       |
| Total D. (Ordinary shares)                                                                                 | Nil                                                                           |                                                                                                       |
| (Preference shares)                                                                                        | N/A                                                                           |                                                                                                       |
| (Other class)                                                                                              | N/A                                                                           |                                                                                                       |
|                                                                                                            |                                                                               |                                                                                                       |

## Other Movements in Issued Share Capital

| Type of Issue   |           |                |                                                                                                                                                      | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|-----------|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Rights issue | At price: | State currency | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____                                                                | _____                                                                                     |
| 2. Open offer   | At price: | State currency | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____                                                                | _____                                                                                     |
| 3. Placing      | At price: | State currency | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____                                                                | _____                                                                                     |
| 4. Bonus issue  |           |                | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____                                                                | _____                                                                                     |

| Type of Issue                                                                                                                                                                                                                            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. Scrip dividend      At price:      State currency      _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: (   /   /   )<br>(dd/mm/yyyy)<br>EGM approval date: (   /   /   )<br>(dd/mm/yyyy)      | _____                                                                | _____                                                                                     |
| 6. Repurchase of shares<br>Class of shares repurchased _____<br><i>(Note 1)</i><br>Cancellation date: (   /   /   )<br>(dd/mm/yyyy)<br>EGM approval date: (   /   /   )<br>(dd/mm/yyyy)                                                  | _____                                                                | _____                                                                                     |
| 7. Redemption of shares<br>Class of shares redeemed _____<br><i>(Note 1)</i><br>Redemption date: (   /   /   )<br>(dd/mm/yyyy)<br>EGM approval date: (   /   /   )<br>(dd/mm/yyyy)                                                       | _____                                                                | _____                                                                                     |
| 8. Consideration issue      At price:      State currency      _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: (   /   /   )<br>(dd/mm/yyyy)<br>EGM approval date: (   /   /   )<br>(dd/mm/yyyy) | _____                                                                | _____                                                                                     |

| Type of Issue                                                                                                                                                                                                                                 | No. of new shares of issuer which may be issued pursuant thereto                        | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 9. Capital reorganisation<br><br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: (   /   /   )<br>(dd/mm/yyyy)<br>EGM approval date: (   /   /   )<br>(dd/mm/yyyy)                                             | _____                                                                                   | _____                                                                                     |
| 10. Other (Please specify)    At price: _____    State currency _____<br><br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date: (   /   /   )<br>(dd/mm/yyyy)<br>EGM approval date: (   /   /   )<br>(dd/mm/yyyy) | _____                                                                                   | _____                                                                                     |
|                                                                                                                                                                                                                                               | Total E. (Ordinary shares)    Nil<br>(Preference shares)    N/A<br>(Other class)    N/A |                                                                                           |

|                                                                                                                         |     |     |
|-------------------------------------------------------------------------------------------------------------------------|-----|-----|
| Total increase/(decrease) in ordinary shares during the month (i.e. Total of A to E):                                   | (1) | Nil |
|                                                                                                                         | (2) | Nil |
|                                                                                                                         | (3) | Nil |
| Total increase/(decrease) in preference shares during the month (i.e. Total of A to E):                                 |     | N/A |
| Total increase/(decrease) in other classes of shares during the month (i.e. Total of A to E):                           |     | N/A |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> |     |     |

Remarks (if any):

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Submitted by: He Zhiyong

Title: Chairman  
(Director, Secretary or other duly authorised officer)

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*Notes:*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*