新華文軒出版傳媒股份有限公司

WIN SHARE

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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND THE CLASS MEETINGS HELD ON 22 JUNE 2016

Reference is made to the announcement regarding profit distribution dated 29 April 2016 (the "**Announcement**") and the Notice of EGM and Notices of the Class Meetings (altogether, the "**Notices**") dated 6 May 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 Announcement and the Notices.

I. POLL RESULTS OF THE EGM AND THE CLASS MEETINGS

(1) EGM

The EGM was held at 10:00 a.m. on Wednesday, 22 June 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 of the PRC and the Articles of Association.

As at the date of the EGM, the total number of issued shares of the Company (the "**Share(s)**") was 1,135,131,000 Shares, all of which entitle the holders to attend the EGM and vote for or against the resolution put forward at the EGM (the "**EGM Resolution**"). Shareholders of the Company (the "**Shareholder(s)**") holding an aggregate of 847,975,260 voting Shares, representing approximately 74.70% of the total issued Shares, 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:

SPECIAL RESOLUTION		No. of Votes (%)	
		FOR	AGAINST
1.	To consider and approve tentatively no distribution of any profit of the Company according to the profit distribution plan for the year ended 31 December 2015 and tentatively no declaration of final dividend for the year ended 31 December 2015.	838,588,260 (98.89301%)	9,387,000 (1.10699%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

(2) Domestic Shares Class Meeting

The Domestic Shares Class Meeting (the "**DSCM**") of the Company was held at 10:30 a.m. on Wednesday, 22 June 2016 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. The convening of the DSCM was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the DSCM, the total number of issued Domestic Shares was 693,193,900 shares, all of which entitle the holders to attend the DSCM and vote for or against the resolution put forward at the DSCM (the "**DSCM Resolution**"). Holders of Domestic Shares holding an aggregate of 686,607,127 voting Domestic Shares, representing 99.05% of the total issued Domestic Shares, attended the DSCM either in person or by proxy. No holder of Domestic Shares was required to abstain from voting on the DSCM Resolution. There was no Domestic Share entitling the holder to attend and vote only against the DSCM Resolution. The DSCM Resolution at the DSCM 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 DSCM.

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

SPECIAL RESOLUTION		No. of Votes (%)	
		FOR	AGAINST
1.	To consider and approve tentatively no distribution of any profit of the Company according to the profit distribution plan for the year ended 31 December 2015 and tentatively no declaration of final dividend for the year ended 31 December 2015.	686,607,127 (100%)	0 (0%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

(3) H Shares Class Meeting

The H Shares Class Meeting (the "**HSCM**") of the Company was held at 11:00 a.m. on Wednesday, 22 June 2016 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. The convening of the HSCM was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the HSCM, the total number of issued H Shares was 441,937,100 shares, all of which entitle the holders to attend the HSCM and vote for or against the resolution put forward at the HSCM (the "**HSCM Resolution**"). Holders of H Shares holding an aggregate of 158,977,133 voting H Shares, representing approximately 35.97% of the total issued H Shares, attended the HSCM either in person or by proxy. No holder of H Shares was required to abstain from voting on the HSCM Resolution. There was no H Share entitling the holder to attend and vote only against the HSCM Resolution. The HSCM Resolution at the HSCM 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 HSCM.

The poll results in respect of HSCM Resolution were as follows:

SPECIAL RESOLUTION		No. of Votes (%)	
		FOR	**AGAINST**
1.	To consider and approve tentatively no distribution of any profit of the Company according to the profit distribution plan for the year ended 31 December 2015 and tentatively no declaration of final dividend for the year ended 31 December 2015.	149,588,133 (94.09412%)	9,389,000 (5.90588%)
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

By order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
He Zhiyong
Chairman

Sichuan, the PRC, 22 June 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*