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WIN SHARE

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)

ANNOUNCEMENT REGARDING PROFIT DISTRIBUTION

This announcement is made by Xinhua Winshare Publishing and Media Co., Ltd. (the “**Company**”) in accordance with Rule 13.45(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the results announcement of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2015 (the “**Year**”) and the annual report of the Group for the Year, which were published by the Company on 30 March 2016 and 19 April 2016, respectively.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to announce that the matter regarding the initial public offering of A shares (the “**A Shares IPO**”) of the Company in China has currently been reviewed and approved by the Issuance Examination Committee of the China Securities Regulatory Commission (the “**CSRC**”) and may be implemented upon obtainment of the issuance approval documents, and that the preparation for the A Shares IPO has made substantial and critical progress.

As it is the critical period involving the distribution of the Company’s final dividend for the Year and the proposed A Shares IPO and in view of the general expectation, in order to push ahead and ensure the successful implementation of the A Shares IPO as scheduled, fulfill our commitments in dividend policies for the H shares and A shares markets and protect the interests of the Company and all its shareholders (including minority shareholders) as a whole, the profit (dividend) for the Year will tentatively not be declared and will be accounted as the accumulative retained profit of the Company, which will be shared amongst the shareholders holding the shares of the Company before the A Shares IPO (the “**Existing Shareholders**”) and the shareholders holding A shares of the Company after the A Shares IPO (the “**New Shareholders**”) upon completion of the A Shares IPO of the Company. In accordance with the requirements of the articles of association of the Company (the “**Articles of Association**”) and the relevant regulatory requirements, such accumulative retained profit will be declared as additional dividend in the distributable period immediately following the A Shares IPO proposed to be approved by shareholders in general meeting. This specific dividend distribution plan will be formulated and presented by the Board separately for shareholders’ consideration and approval at general meeting. In the mean time, the Company shall be devoted to satisfy all conditions for the final implementation of the A Shares IPO.

As the aforesaid profit distribution plan and its reasons are related directly to the interests of all the shareholders and class shareholders, in accordance with the requirements of the Articles of Association, the Company's proposal to tentatively not declare the final dividend for the Year shall be presented as a special resolution for consideration at the extraordinary general meeting (the "EGM"), the H shares class meeting and the domestic shares class meeting (collectively referred to as the "Class Meetings") to be held on 22 June 2016 to seek for the shareholders' approval of the aforesaid matters.

The relevant documents relating to the EGM and the Class Meetings will be despatched to the shareholders of the Company in due course.

The A Shares IPO of the Company is subject to the final approval of the CSRC. Shareholders and potential investors are advised to exercise caution in dealing with the H shares of the Company. Further details of the A Shares IPO will be published in the PRC in due course, and relevant information will be disclosed in Hong Kong at the same time in accordance with the Listing Rules.

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

Sichuan, the PRC
29 April 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*