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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)

PROPOSED CHANGE IN AUDITORS; PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND BOOK CLOSURE PERIOD

PROPOSED CHANGE IN AUDITORS

The A Shares of the Company were listed on the Shanghai Stock Exchange on 8 August 2016. In order to facilitate audit procedures, improve efficiency and reduce costs, and in light of the acceptance of the Mainland accounting and auditing standards and Mainland audit firms by the Stock Exchange, the Board proposes to cease the appointment of Deloitte Touche Tohmatsu as the Company's international auditor and appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's sole auditor, subject to the approval by the Shareholders at the EGM.

An ordinary resolution to consider and approve the proposed change in auditors will be proposed at the EGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company intends to adopt CASBE in preparing its financial statements for the financial years ending 31 December 2016 and onwards to be presented to both A Shareholders and H Shareholders. Accordingly, the Board proposes to amend its Articles of Association enabling the Company to have the flexibility of opting for the consistent application of CASBE in preparing its annual, interim and quarterly financial statements to satisfy the requirements of both the Shanghai Stock Exchange and the Stock Exchange.

A special resolution to consider and approve the proposed amendments to the Articles of Association will be proposed at the EGM.

BOOK CLOSURE PERIOD

In order to determine the entitlement of H Shareholders to attend and vote at the EGM, the H Share register of the Company will be closed from Tuesday, 15 November 2016 to Thursday, 15 December 2016 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of the Company on Thursday, 15 December 2016 shall be entitled to attend and vote at the EGM. In order for H shareholders to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Monday, 14 November 2016.

CIRCULAR

A circular containing, among other things, details of the proposed change in auditors and proposed amendments to the Articles and Association, and a notice of EGM will be despatched to the Shareholders in due course.

This announcement is made pursuant to rules 13.51(1) and 13.51(4) of the Listing Rules.

PROPOSED CHANGE IN AUDITORS

Reference is made to the announcement of the Company dated 17 May 2016 regarding, among other things, the approval by the Shareholders at the annual general meeting of the Company held on 17 May 2016 of the re-appointment of the retiring Deloitte Touche Tohmatsu as the international auditor of Company for 2016 until the conclusion of the next annual general meeting of the Company.

As at the date of this announcement, Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP are acting as the Company's international and domestic auditors, respectively. Since the A Shares of the Company were listed on the Shanghai Stock Exchange on 8 August 2016, the Company is required to comply with the relevant requirements of the Stock Exchange and the Shanghai Stock Exchange in respect of the disclosure of financial information. As the Group's principal place of business is in China, in order to facilitate audit procedures, improve efficiency and reduce costs, and in light of the acceptance of the Mainland accounting and auditing standards and Mainland audit firms by the Stock Exchange, the Board proposes that the financial reports for the financial years ending 31 December 2016 and onwards of the Company shall be solely prepared in accordance with China Accounting Standards for Business Enterprises ("CASBE"), and proposes to cease the appointment of Deloitte Touche Tohmatsu as the Company's international auditor and appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP (a Mainland audit firm approved by the Ministry of Finance of the PRC and the China Securities Regulatory Commission) as the Company's sole auditor to audit the Company's financial statements for the year ending 31 December 2016 prepared in accordance with CASBE and to undertake all such activities as required to be performed by international auditor under the Listing Rules (including but not limited to the preliminary announcement on annual results) and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the EGM.

The Board is not aware of any matter regarding the proposed change in auditors that needs to be brought to the attention of the Shareholders. The Board and the audit committee of the Company confirmed that there was neither disagreement nor unresolved matter between the Company and Deloitte Touche Tohmatsu regarding the proposed cessation of appointment.

Deloitte Touche Tohmatsu has confirmed to the Board that there is no matter regarding the termination of Deloitte Touche Tohmatsu as auditors of the Company that need to be brought to the attention of the Shareholders.

The Board is of the view that adoption and preparation of its financial statements under CASBE will have no any material financial impact. The Board would like to express its appreciation for the professional services and support of Deloitte Touche Tohmatsu provided to the Company in the past years.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company intends to adopt CASBE in preparing its financial statements for the financial years ending 31 December 2016 and onwards to be presented to both A Shareholders and H Shareholders. Accordingly, the Board proposes to amend the terms of its Articles of Association in relation to the above requirements enabling the Company to have the flexibility of opting for the uniform application of CASBE in preparing its annual, interim and quarterly financial statements to satisfy the requirements of both the Shanghai Stock Exchange and the Stock Exchange.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM. Details regarding the proposed amendments to the Articles of Association will be set out in the circular to be despatched to the Shareholders.

EGM

The EGM will be convened on Thursday, 15 December 2016, at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC. Please refer to the notice of EGM dated 27 October 2016 for details.

BOOK CLOSURE PERIOD

In order to determine the entitlement of H Shareholders to attend and vote at the EGM, the H Share register of the Company will be closed from Tuesday, 15 November 2016 to Thursday, 15 December 2016 (both days inclusive), during which period no transfer of H Shares will be effected. In order for H Shareholders to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Monday, 14 November 2016.

CIRCULAR

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DEFINITIONS

In this announcement, the following expressions shall have the meanings stated below unless the context otherwise requires:

“A Share(s)”	RMB ordinary share(s) with a nominal value of RMB1.00 each issued by the Company in the PRC which are subscribed for in Renminbi and listed on the Shanghai Stock Exchange (stock code: 601811);
“A Shareholder(s)”	holder(s) of A Share(s);
“Articles of Association”	the articles of association of the Company (as amended from time to time);

“Board”	the board of Directors of the Company;
“Company”	Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange, respectively;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened on Thursday, 15 December 2016, at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC;
“Group”	the Company and its subsidiaries;
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, all of which are listed on the Main Board of the Stock Exchange;
“H Shareholder(s)”	holder(s) of H Share(s);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan);
“Shanghai Stock Exchange”	the Shanghai Stock Exchange;
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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

Sichuan, the PRC, 27 October 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*