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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)

**CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVES
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES
3.28 AND 8.17 OF THE LISTING RULES**

RESIGNATION OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES

The board of directors (the “**Board**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) announces that Mr. You Zugang (“**Mr. You**”) has tendered his resignation as (i) a company secretary of the Company (the “**Company Secretary**”), and (ii) an authorised representative (the “**Authorised Representative**”) of the Company under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 24 January 2022 due to his personal pursuits and development. Upon the resignation of Mr. Luo Jun (“**Mr. Luo**”) as a non-executive director of the fourth session of the Board, he also resigned as an Authorised Representative of the Company. Mr. You and Mr. Luo have respectively confirmed that they have no disagreement with the Board and there are no matters relating to their resignations which need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

APPOINTMENT OF JOINT COMPANY SECRETARIES

The Board, having used its best endeavor to identify suitable candidates, is pleased to announce that Ms. Yang Miao (“**Ms. Yang**”) and Ms. Wong Wai Ling (“**Ms. Wong**”) have been appointed as the Company’s joint company secretaries (the “**Joint Company Secretaries**”) with their terms of office effective from 24 January 2022.

The biographies of Ms. Yang and Ms. Wong are as follows:

Ms. Yang, aged 40, is currently the director of the office for the Board of the Company and the representative for securities affairs. She served as a staff of the office for the Board of the Company, a designated staff of the listing office, a staff member of the investor relations management team of the office for the Board, an assistant to the director of the office for the Board and the deputy director of the office. She has been the representative for securities affairs of the Company since August 2013 and the director of the office for the Board of the Company since August 2020. Ms. Yang graduated from Southwest Jiaotong University majoring in industrial economics and obtained a master's degree in economics.

Ms. Wong is a vice president of SWCS Corporate Services Group (Hong Kong) Limited. She has over 15 years of experience in providing company secretarial services. Ms. Wong is an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, an issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, an issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of a company secretary.

Ms. Wong possesses the requisite qualifications of a company secretary as required under Rule 3.28 of the Listing Rules. Although Ms. Yang currently does not possess the requisite qualifications of a company secretary as required under Rule 3.28 of the Listing Rules, the Board believes it would be in the best interest of the Company and its shareholders as a whole to appoint her as a Joint Company Secretary considering her (i) close working relationship with the Board, the management and various professional advisers of the Company; (ii) thorough understanding of the day-to-day operations and business of the Company and its subsidiaries; and (iii) experience in handling company secretarial and related matters of the Listing Rules.

Accordingly, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the "**Waiver**") from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of Ms. Yang's appointment as a Joint Company Secretary of the Company (i.e. from 24 January 2022 to 23 January 2025, the "**Waiver Period**") on the conditions that: (i) Ms. Yang must be assisted by Ms. Wong as a Joint Company Secretary throughout the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Ms. Yang, having had the benefit of Ms. Wong's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

APPOINTMENT OF AUTHORISED REPRESENTATIVES

The Board is pleased to further announce that, (i) Ms. Yang has been appointed as an Authorised Representative in replacement of Mr. You; and (ii) Mr. Ke Jiming (“**Mr. Ke**”) has been appointed as an Authorised Representative in replacement of Mr. Luo with effect from 24 January 2022. Mr. Ke is a non-executive director of the fifth session of the Board.

Ms. Wong will remain as an alternate Authorised Representative of the Company.

The Board would like to express its gratitude to Mr. You and Mr. Luo for their invaluable contributions to the Company during their tenure of service, and extend its welcome to Ms. Yang, Ms. Wong and Mr. Ke on their respective new appointments.

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

Sichuan, the PRC, 24 January 2022

As at the date of this announcement, the Board comprises (a) Mr. Luo Yong, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*