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winshare 文軒

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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) announces that the Board received a resignation letter from Mr. Chan Yuk Tong (“**Mr. Chan**”) on 17 February 2022. Mr. Chan has served as an independent non-executive Director of the Company since 2016. Since he has consecutively served as an independent non-executive Director of the Company for six years, Mr. Chan has applied to resign as independent non-executive Director and the respective positions as the chairman of the audit committee (the “**Audit Committee**”) and the member of the remuneration and review committee (the “**Remuneration and Review Committee**”) of the Board according to relevant regulations such as the Rules for Independent Directors of Listed Companies promulgated by the China Securities Regulatory Commission and the Self-regulatory Guideline No. 1 for Listed Companies of Shanghai Stock Exchange — Standardized Operation promulgated by the Shanghai Stock Exchange. The above resignation will be effective from the day of the new independent non-executive Director elected in the forthcoming general meeting of the Company takes office.

Since after Mr. Chan’s resignation as an independent non-executive Director, the number of independent non-executive Directors of the Company will be less than one-third of the total number of Board members and the number of independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise will fall below the minimum requirement, before the taking office of the newly elected independent non-executive Director of the Company, Mr. Chan will continue to perform his corresponding duties and obligations as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration and Review Committee. The Company will complete the election of an independent non-executive Director as soon as possible in accordance with legal procedures as stipulated in relevant regulations such as the Company Law of the People’s Republic of China and the Articles of Association. The Company will make an announcement on the election of the new independent non-executive Director in due course.

Mr. Chan has confirmed that, as at the date of this announcement, he has no disagreement with the Board and the management of the Company, nor is there any matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

During his term of office as an independent non-executive Director of the Company, Mr. Chan has been diligent, independent and impartial in his duties. The Board would like to express its sincere gratitude to Mr. Chan for his contribution to the development of the Company during his term.

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

Sichuan, the PRC, 17 February 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*