

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 7 July 2023 in relation to the resignations of Mr. Luo Yong (“**Mr. Luo**”) as an executive Director and the Chairman of the Company, Mr. Zhang Peng (“**Mr. Zhang**”) as a non-executive Director, Mr. Tang Xiongxing (“**Mr. Tang**”) as a Supervisor representing Shareholders and chairman of the Supervisory Committee. Mr. Luo, Mr. Zhang and Mr. Tang will continue to hold their respective positions and perform their duties in accordance with the prevailing articles of association of the Company and all relevant laws and regulations until the passing of the resolution in relation to the appointment of new executive Director, non-executive Director and Supervisor representing Shareholders at the extraordinary general meeting of the Company to be held on 29 August 2023 (the “**EGM**”).

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, based on the recommendation of substantial shareholders of the Company and the nomination committee (“**Nomination Committee**”) of the Company, and after deliberation of the Board, the Board proposed to appoint Mr. Zhou Qing (“**Mr. Zhou**”) as an executive Director of the Company.

The biographical details of Mr. Zhou are set out as follows:

Mr. Zhou Qing, aged 54, is currently secretary of the party committee and chairman of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. and secretary of the party committee of Xinhua Winshare Publishing and Media Co., Ltd. He served as deputy director of office of the Sichuan Provincial Working Group Against Pornographic and Illegal Publications, division director of the Anti-illegal and Prohibited Publications Division of Sichuan Provincial Press and Publication Administration (Sichuan Provincial Copyright Bureau); deputy director-general and Party group member of the Sichuan Provincial Press and Publication Administration (Sichuan Provincial Copyright Bureau); deputy director-general and Party group member of the Sichuan Provincial Bureau of Press, Publication, Radio, Film and Television; deputy director of office (temporary position) of the National Bureau of Statistics; deputy director-general of the Publicity Department of Sichuan Provincial Committee cum director-general of the Sichuan Provincial Press and Publication Administration (Sichuan Provincial Copyright Bureau), and director-general of the Sichuan Provincial Film Bureau. Mr. Zhou graduated from the School of Humanities and Social Sciences of Southwest Jiaotong University with a major in Legal Theory and obtained a master's degree in law, and has completed the postgraduate course with a major in Economics of the Party's College of Sichuan Provincial Committee. He was awarded the Advanced Individual in National "Fifth Five-Year Plan" Mid-term Law Popularization by the Publicity Department of the CPC Central Committee and the Ministry of Justice, and was awarded the Advanced Individual in National Legal Publicity and Education by the Publicity Department of the CPC Central Committee and the Ministry of Justice in 2006-2010.

Save as disclosed above, Mr. Zhou has confirmed that (i) he does not hold any position in the Company or any other member of the Company; (ii) he did not hold any directorship in other listed companies for the past three years; (iii) he has no relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) he does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and has not been penalised by the China Securities Regulatory Commission (CSRC) and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed herein, the Company considers that there is no information to be disclosed, nor is/was Mr. Zhou involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and that there are no other matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

Upon the passing of the resolution in relation to the proposed appointment of Mr. Zhou as an executive Director of the Company by the Shareholders at the EGM, the appointment of Mr. Zhou as an executive Director shall become immediately effective. Mr. Zhou’s term of office shall commence from the date of his appointment being approved at the EGM until the expiry of the fifth session of the Board of the Company. Mr. Luo will simultaneously and formally cease to hold office as an executive Director, Chairman and chairman of the Strategy and Investment Planning Committee of the Company.

Upon the approval of his appointment, Mr. Zhou will enter into a service contract with the Company. Mr. Zhou will not receive director’s remuneration for his role as an executive Director. Unless otherwise provided by the relevant PRC laws and regulations, Mr. Zhou is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company. Mr. Zhou does not have any previous service contracts entered into with the Company in relation to his appointment as an executive Director of the Company.

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Company is pleased to announce that, based on the recommendation of substantial shareholders of the Company and the Nomination Committee of the Company, and after deliberation of the Board, the Board proposed to appoint Ms. Tan Ao (“**Ms. Tan**”) as a non-executive Director of the Company.

The biography of Ms. Tan is as follows:

Ms. Tan Ao, aged 53, is currently assistant to the general manager of Sichuan Cultural Industry Investment Group Co., Ltd., director and chairman of Sichuan Wentou Cultural Industry Private Equity Fund Management Co., Ltd.*(四川文投文化產業私募基金管理有限公司), and director and chairman of Sichuan Wentou Shengwen Investment Co., Ltd.*(四川文投盛文投資有限公司). She served as associate senior section member of the Office of Chengdu Municipal People's Government in Guangzhou, deputy general manager of Sichuan Xinhua Investment Company Limited, director of the Finance Center, director of the Operation Center, director of the Listing Office and director of the Capital Operation Center of Sichuan Xinhua Winshare Chainstore Co., Ltd., general manager of Sichuan Xinhua Winshare Investment Co., Ltd.*(四川新華文軒投資有限公司), director of capital operations of Sichuan Publication Group Co., Ltd. and investment director of Sichuan Culture Investment Group Co., Ltd. Ms. Tan graduated from Southwestern University of Finance and Economics with a master's degree in Business Administration.

Save as disclosed above, Ms. Tan has confirmed that (i) she does not hold any position in any other member of the Company; (ii) she did not hold any directorship in other listed companies for the past three years; (iii) she has no relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) she does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and has not been penalised by the CSRC and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed herein, the Company considers that there is no information to be disclosed, nor is/was Ms. Tan involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and that there are no other matters that need to be brought to the attention of the Shareholders.

Upon the passing of the resolution in relation to the proposed appointment of Ms. Tan as a non-executive Director of the Company by the Shareholders at the EGM, the appointment of Ms. Tan as a non-executive Director shall become immediately effective. Ms Tan's term of office shall commence from the date of her appointment being approved at the EGM until the expiry of the fifth session of the Board of the Company. Mr. Zhang will simultaneously and formally cease to hold office as a non-executive Director and a member of Nomination Committee of the Company.

Upon the approval of her appointment, Ms. Tan will enter into a service contract with the Company. Ms. Tan will not receive director's remuneration for her role as a non-executive Director. Unless otherwise provided by the relevant PRC laws and regulations, she is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during her performance of duties, and she is also entitled to receive a corresponding allowance for attending each meeting of the Company. Ms. Tan does not have any previous service contracts entered into with the Company in relation to her appointment as a non-executive Director of the Company.

PROPOSED APPOINTMENT OF SUPERVISOR

The Company is pleased to announce that, based on the recommendation of substantial shareholders of the Company, and after deliberation of the Supervisory Committee (“**Supervisory Committee**”, members of which “**Supervisors**”) of the Company, the Supervisory Committee proposed to appoint Mr. Qiu Ming (“**Mr. Qiu**”) as a Supervisor representing Shareholders of the Company.

The biography of Mr. Qiu is as follows:

Mr. Qiu Ming, 48, is currently director of finance department of Sichuan Cultural Industry Investment Group Co., Ltd., and served as accountant in finance section of Sichuan Youth and Children’s Publishing House*(四川少年兒童出版社), accounting supervisor of planning and finance department and supervisor of finance department of Sichuan Publishing Group*(四川出版集團), supervisor, deputy director, and director of finance department of Sichuan Publishing Group Co., Ltd.*(四川出版發行集團有限責任公司), director of financial department of Sichuan Publication Printing Co., Ltd. and chief financial officer of Sichuan Lian Xiang Printing Company Limited. Mr. Qiu graduated from Chongqing University of Commerce with a bachelor’s degree in Economics.

Save as disclosed above, Mr. Qiu has confirmed that (i) he does not hold any position in the Company or any other member of the Company; (ii) he did not hold any directorship in other listed companies for the past three years; (iii) he has no relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) he does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and has not been penalised by the CSRC and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed herein, the Company considers that there is no information to be disclosed, nor is/was Mr. Qiu involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and that there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Upon the passing of the resolution in relation to the proposed appointment of Mr. Qiu as Supervisor representing Shareholders of the Company by the Shareholders at the EGM, the appointment of Mr. Qiu as a Supervisor representing Shareholders shall become immediately effective. Mr. Qiu’s term of office shall commence from the date of his appointment being approved at the EGM until the expiry of the fifth session of the Supervisory Committee of the Company. Mr. Tang will simultaneously and formally cease to hold office as a Supervisor representing Shareholders and chairman of the Supervisory Committee of the Company.

Upon the approval of his appointment, Mr. Qiu will enter into a service contract with the Company. Mr. Qiu will not receive supervisor’s remuneration for his role as a Supervisor representing Shareholders. Unless otherwise provided by the relevant PRC laws and regulations, Mr. Qiu is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company. Mr. Qiu does not have any previous service contracts entered into with the Company in relation to his appointment as a Supervisor of the Company.

EXTRAORDINARY GENERAL MEETING

The EGM will be convened to seek the Shareholders' approval for, among other things, (i) the appointment of Mr. Zhou as an executive Director of the Company; (ii) the appointment of Ms. Tan as a non-executive Director of the Company; and (iii) the appointment of Mr. Qiu as a Supervisor representing Shareholders of the Company.

A circular containing, among other things, (i) the proposed appointment of Mr. Zhou as an executive Director of the Company; (ii) the proposed appointment of Ms. Tan as a non-executive Director of the Company; (iii) the proposed appointment of Mr. Qiu as a Supervisor representing Shareholders of the Company; (iv) biographical details and other relevant information of Mr. Zhou, Ms. Tan and Mr. Qiu; and (v) a notice of the EGM, will be despatched to the Shareholders as soon as practicable.

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

Sichuan, the PRC, 7 July 2023

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. Lau Tsz Bun, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*