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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)

**(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL
MEETING HELD ON 29 AUGUST 2023;
(II) CHANGE OF MEMBERS OF THE BOARD AND
SUPERVISORY COMMITTEE;
(III) APPOINTMENT OF CHAIRMAN;
(IV) APPOINTMENT OF CHAIRMAN OF
THE SUPERVISORY COMMITTEE;
AND
(V) CHANGE OF MEMBERS OF BOARD COMMITTEES**

References are made to (i) the announcement dated 7 July 2023 in relation to, inter alia, the resignation of executive Director, resignation of non-executive Director and resignation of Supervisor (the “**Announcement**”); (ii) the announcement dated 7 July 2023 in relation to, inter alia, the proposed appointment of executive Director, non-executive Director and Supervisor; and (iii) the circular dated 12 July 2023 in relation to, inter alia, the proposed appointment of executive Director, non-executive Director and Supervisor (the “**Circular**”) and the notice of extraordinary general meeting of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board confirms that there are no false representations, misleading statements or material omission in this announcement, and they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

I. POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting (the “**EGM**”) of the Company was held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Tuesday, 29 August 2023.

Shareholders holding a total of 1,233,841,000 Shares, representing 100% of the total issued share capital of the Company, were entitled to attend and vote on the resolutions proposed at the EGM (the “**EGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the EGM Resolutions at the EGM. No Shareholder was required to abstain from voting on any of the EGM Resolutions. There was no Share entitling the holder to attend and vote only against the EGM Resolutions.

Shareholders and proxies who attended the EGM held a total of 795,276,644 Shares carrying voting rights of the Company, representing 64.455359% of the total number of Shares carrying voting rights of the Company. All the EGM Resolutions were put to vote by way of poll. Onsite voting and online voting (for A Shares only) were both adopted at the EGM. The voting was in compliance with relevant requirements of the “Company Law of the People’s Republic of China” and the Articles of Association.

1. Number of Shareholders (including their proxies) who attended the EGM	8
Of which: Number of A Shareholders (including their proxies)	7
Number of H Shareholders (including their proxies)	1
2. Total number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the EGM	795,276,644
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies) (shares)	687,856,449
Total number of Shares carrying voting rights held by H Shareholders (including their proxies) (shares)	107,420,195
3. Percentage of the number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the EGM relative to the total number of Shares carrying voting rights of the Company (%)	64.455359
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	55.749197
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	8.706162

Note: Shareholders who attended the EGM include Shareholders attending the on-site meeting and A Shareholders attending the meeting through online voting.

The EGM was chaired by Mr. Luo Yong, Chairman of the Company. 9 out of the existing 9 Directors attended the EGM. 5 out of the existing 6 Supervisors of the Company attended the EGM. The general manager, the secretary of the Board and certain members of senior management of the Company have also attended the EGM.

The poll results in respect of the EGM Resolutions passed at the EGM were as follows:

Resolutions on the Implementation of Cumulative Voting Method									
Ordinary resolutions		Type of Shareholders	Voting rights of all Shareholders who attended	For		Against		Abstain	
			Number of Shares represented	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)
1.	To consider and approve the election of Mr. Zhou Qing as an executive Director of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the fifth session of the Board of the Company.	A Shareholders	687,856,449	687,445,557	99.940265	0	0.000000	0	0.000000
		H Shareholders	107,420,195	105,205,674	97.938450	2,214,521	2.061550	0	0.000000
		Total	795,276,644	792,651,231	99.669874	2,214,521	0.278459	0	0.000000
2.	To consider and approve the election of Ms. Tan Ao as a non-executive Director of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the fifth session of the Board of the Company.	A Shareholders	687,856,449	685,676,257	99.683045	0	0.000000	0	0.000000
		H Shareholders	107,420,195	105,254,225	97.983647	2,165,970	2.016353	0	0.000000
		Total	795,276,644	790,930,482	99.453503	2,165,970	0.272354	0	0.000000

As more than 50% of the number of shares held by shareholders (including proxies) attending the EGM (based on the number of non-cumulated shares) was voted in favour of the two resolutions, both resolutions were duly passed as ordinary resolutions.

Resolutions on the Implementation of Non-Cumulative Voting Method									
Ordinary resolutions		Type of Shareholders	Voting rights of all Shareholders who attended	For		Against		Abstain	
			Number of Shares represented	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)
3.	To consider and approve the election of Mr. Qiu Ming as a Supervisor representing Shareholders of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the fifth session of the Supervisory Committee of the Company.	A Shareholders	687,856,449	687,856,449	100.000000	0	0.000000	0	0.000000
		H Shareholders	107,420,195	106,420,914	99.069746	973,000	0.905788	26,281	0.024466
		Total	795,276,644	794,277,363	99.874348	973,000	0.122347	26,281	0.003305
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									

Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, in conjunction with Beijing Guantao (Chengdu) Law Firm, the Company's PRC legal adviser, acted as scrutineers for the vote-taking at the EGM.

II. CHANGE OF MEMBERS OF THE BOARD AND SUPERVISORY COMMITTEE

(1) Change of Members of the Board

At the EGM, the above ordinary resolutions numbered 1 and 2 were duly passed. Accordingly, Mr. Zhou Qing (“**Mr. Zhou**”) was formally elected by the Shareholders as an executive Director of the Company, and Ms. Tan Ao (“**Ms. Tan**”) was formally elected by the Shareholders as a non-executive Director of the Company. The terms of office of Mr. Zhou and Ms. Tan shall commence immediately after the conclusion of the EGM until the expiry of the term of the fifth session of the Board of the Company. Mr. Zhou will not receive directors' remuneration for his role as executive Director and Ms. Tan will not receive directors' remuneration for her role as non-executive Director. Unless otherwise stipulated by the relevant PRC laws and regulations, Mr. Zhou and Ms. Tan are entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred in connection with the performance of their duties, and they are also entitled to receive corresponding allowances for each attendance of the Company's meetings. The biographical details of Mr. Zhou and Ms. Tan are set out in the Circular. As at the date of this announcement, there is no change to such biographical details.

As set out in the Announcement, (i) the resignation of Mr. Luo Yong as an executive Director and the Chairman of the Company; and (ii) the resignation of Mr. Zhang Peng as a non-executive Director of the Company took effect from the passing of the above ordinary resolutions numbered 1 and 2. Mr. Luo Yong and Mr. Zhang Peng have confirmed that, as of the date of this announcement, they have no disagreement with the Board and the management of the Company, and there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to their resignations.

The Company would like to express its gratitude to Mr. Luo Yong and Mr. Zhang Peng for their valuable contributions to the Company during their tenure as directors.

(2) Change of Members of the Supervisory Committee

At the EGM, the above ordinary resolution numbered 3 was duly passed. Mr. Qiu Ming (“**Mr. Qiu**”) was duly elected by the Shareholders as a Supervisor representing Shareholders of the Company, for a term commencing immediately after the conclusion of the EGM until the expiry of the term of the fifth session of the Board of the Company. Mr. Qiu will not receive supervisor’s remuneration for his role as Supervisor representing Shareholders. Unless otherwise provided by relevant PRC laws and regulations, Mr. Qiu is entitled to reimbursement for expenses incurred by him in carrying out his duties, such as transportation, accommodation and communication, and he is also entitled to receive corresponding allowances for each attendance of the Company’s meetings. The biographical details of Mr. Qiu are set out in the Circular. As at the date of this announcement, there is no change to such biographical details.

As set out in the Announcement, the resignation of Mr. Tang Xiongxing as a Supervisor representing Shareholders and chairman of the Supervisory Committee of the Company took effect from the passing of the above ordinary resolution numbered 3. Mr. Tang Xiongxing has confirmed that, as of the date of this announcement, he has no disagreement with the Board and the management of the Company, and there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to his resignation.

The Company would like to express its gratitude to Mr. Tang Xiongxing for his valuable contribution to the Company during his tenure as a Supervisor representing Shareholders.

III. APPOINTMENT OF CHAIRMAN

Following the conclusion of the EGM, the fifth session of the Board resolved to appoint Mr. Zhou as the Chairman of the fifth session of the Board of the Company with effect from the date on which the resolution is approved by the Board. Pursuant to article 5 of the Articles of Association, the Chairman of the Company is the legal representative of the Company. Accordingly, Mr. Zhou will concurrently serve as the legal representative of the Company.

IV. APPOINTMENT OF CHAIRMAN OF THE SUPERVISORY COMMITTEE

Following the conclusion of the EGM, the fifth session of the Supervisory Committee resolved to appoint Mr. Qiu as the chairman of the fifth session of the Supervisory Committee of the Company with effect from the date on which the resolutions is approved by the Supervisory Committee.

V. CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board is pleased to announce that, following the above-mentioned change to the members of the Board, the fifth session of the Board has resolved to appoint the following persons as members of Board committees of the Company:

Directors \ Committees	Strategy and Investment Planning Committee	Nomination Committee	Remuneration and Review Committee	Audit Committee
Mr. Zhou Qing	Chairman			
Mr. Liu Longzhang			Member	
Mr. Li Qiang	Member			
Mr. Dai Weidong	Member			
Mr. Ke Jiming				Member
Ms. Tan Ao		Member		
Mr. Lau Tsz Bun			Member	Chairman
Mr. Fang Bingxi		Chairman		Member
Mr. Li Xu		Member	Chairman	

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

Sichuan, the PRC, 29 August 2023

As at the date of this announcement, the Board comprises (a) Mr. Zhou Qing, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Ms. Tan Ao 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