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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Set out below is the Announcement on the Progress in relation to Approval of the Competent Authority for the Controlling Shareholder's Share Transfer by Agreement and Change in Equity published by Xinhua Winshare Publishing and Media Co., Ltd* on the website of the Shanghai Stock Exchange (www.sse.com.cn) for reference only. The following is a translation of the official announcement solely for the purpose of providing information.

By Order of the Board

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

Zhou Qing

Chairman

Sichuan, the PRC, 9 October 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*

Xinhua Winshare Publishing and Media Co., Ltd*
Announcement on the Progress in relation to Approval of the
Competent Authority for the Controlling Shareholder's Share
Transfer by Agreement and Change in Equity

The Board of Directors of the Company and all members of the Board warrant that there are no false representations, misleading statements or material omissions in this announcement, and they accept legal responsibilities for the authenticity, accuracy and completeness of the content herein.

I. Overview of Change in Equity

On 15 September 2023, Sichuan Xinhua Publishing and Distribution Group Co., Ltd. (“Xinhua Publishing and Distribution Group”), the controlling shareholder of Xinhua Winshare Publishing and Media Co., Ltd* (the “Company” or “Xinhua Winshare”), and Sichuan Cultural Investment Group Co., Ltd. (“Sichuan Cultural Investment Group”) entered into the “Share Transfer Agreement in respect of Shares of Xinhua Winshare Publishing and Media Co., Ltd* between Sichuan Xinhua Publishing and Distribution Group Co., Ltd. and Sichuan Cultural Investment Group Co., Ltd.”, pursuant to which, Xinhua Publishing and Distribution Group proposed to transfer its 60,617,242 A Shares of the Company (which are not subject to selling restrictions, representing 4.9129% of the total share capital of the Company) to Sichuan Cultural Investment Group at RMB13.75 per share by agreement (the “Change in Equity” or “Share Transfer”). The Share Transfer

occurred between different entities controlled by the same de facto controller. Upon the completion of the Change in Equity, the controlling shareholder and de facto controller of the Company will remain unchanged, which would not trigger a general offer. For details, please refer to “Xinhua Winshare-Indicative Announcement on the Controlling Shareholder’s Share Transfer by Agreement and Change in Equity” (announcement no.: 2023-039) published by the Company on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 16 September 2023.

II. Updates on Change in Equity

On 8 October 2023, the Company was notified by Xinhua Publishing and Distribution Group and Sichuan Cultural Investment Group that the Sichuan Provincial Finance Department and the propaganda department of the Sichuan provincial party committee of the CPC have issued Approval for the Transfer of Certain Shares of Xinhua Winshare recently, agreeing Xinhua Publishing and Distribution Group to transfer 4.9129% shares of Xinhua Winshare to Sichuan Cultural Investment Group by agreement.

III. Risk Warning

The transaction shall be subject to the confirmation on compliance by the Shanghai Stock Exchange and the completion of share transfer procedures at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. The Company will fulfil its obligation of information disclosure in a timely manner according to the progress of relevant matters and in compliance with the provisions and requirements of relevant laws and regulations. Investors are advised to exercise caution in decision-making and pay attention to the investment risks.

Announcement is hereby given.

The Board of Directors of Xinhua Winshare Publishing and Media Co., Ltd*

9 October 2023

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