

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 INDEPENDENT NON-EXECUTIVE DIRECTOR

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 25 October 2023 in relation to the resignation of Mr. Fang Bingxi (“**Mr. Fang**”) as an independent non-executive Director of the Company. Mr. Fang will continue to hold his respective positions and perform his 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 the new independent non-executive Director at the extraordinary general meeting of the Company to be held on 20 December 2023 (the “**EGM**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, based on the recommendation of the nomination committee of the Company and the deliberation by the Board, the Board proposed to appoint Mr. Deng Fumin (“**Mr. Deng**”) as an independent non-executive Director of the Company.

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

Mr. Deng Fumin (鄧富民), aged 51, is a professor and doctoral supervisor, and the dean of the Business School of Sichuan University (四川大學商學院). He had served as a teaching assistant and lecturer at Sichuan University, the director and vice president of the Engineering Master Education Center of the School of Business Administration (工商管理學院工程碩士教育中心), the vice dean and executive vice dean of the Business School. Mr. Deng serves as the executive director of the Chinese Society of Optimization, Overall Planning and Economical Mathematics (中國優選法統籌法與經濟數學研究會), the executive director of the Chinese Academy of Management (中國管理現代化研究會), and the executive vice chairman of the Systems Engineering Society of Sichuan (四川省系統工程學會). His main research directions are technological progress and industrial development, quality management, corporate governance, etc. Mr. Deng is responsible for and participating in 26 scientific research projects such as projects of the National Social Science Fund of China (國家社科基金), major social science planning projects of the province, projects of the National Natural Science Foundation of China (國家自科基金), and projects entrusted by different units. He has published more than 60 academic papers in journals such as *Economic Research* (《經濟研究》), *Management World* (《管理世界》), *Industrial Marketing Management*, and *Fuzzy Optimization and Decision Making*, and has been awarded the first prize

of Sichuan Province's Social Science Outstanding Achievements once (first place) (四川省社科優秀成果一等獎 1 次(第一)), the second prize of Sichuan Province's Social Science Outstanding Achievements twice (first place) (四川省社科優秀成果二等獎 2 次(第一)), the second prize of Sichuan Province's Science and Technology Progress Award (四川省科學技術進步二等獎), and the third prize of China University Humanities and Social Sciences Outstanding Achievements (中國高校人文社科優秀成果三等獎). Mr. Deng was named among the twelfth batch of Sichuan Province's Academic and Technology Leaders (第十二批四川省學術和技術帶頭人) in August 2018, awarded the Sichuan Province Special Prize for Higher Education Teaching Achievements (四川省高等教育教學成果特等獎) in 2022, and awarded the second prize of National Award in Teaching Achievement for Higher Education (Undergraduate) (高等教育(本科)國家級教學成果獎二等獎) in 2023. Mr. Deng graduated from Sichuan University majoring in business management, and obtained a doctorate degree in management.

Save as disclosed above, Mr. Deng has confirmed that (i) he has not held any position in the Company or any other member of the Company; (ii) he has not held any directorship in other listed companies in 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 interest 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 received any punishment or regulatory sanction imposed by the China Securities Regulatory Commission and other relevant authorities or stock exchanges.

Save as disclosed in this announcement, the Company considers that there is no information which shall be disclosed nor is/was Mr. Deng involved in any of the 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 of The Stock Exchange of Hong Kong Limited and there is no other matter that needs 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. Deng as an independent non-executive Director of the Company by the Shareholders at the EGM, the appointment of Mr. Deng as an independent non-executive Director shall become immediately effective. His term of office shall commence from the date of the EGM until the expiry of the term of the fifth session of the Board. Mr. Fang will immediately and formally resign as an independent non-executive Director, the chairman of the nomination committee and a member of the audit committee of the Company.

Upon the approval of his appointment, Mr. Deng will enter into a service contract with the Company. According to the remuneration standards of the fifth session of the Board of the Company, the annual emoluments of Mr. Deng as an independent non-executive Director (within the PRC) will be RMB150,000 (before tax). In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, Mr. Deng 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; and he will be entitled to an additional allowance of RMB50,000 per annum (before tax) for serving as chairman of each committee of the Board and/or an additional allowance of RMB30,000 per annum (before tax) for serving as a member of each committee of the Board. Mr. Deng does not have any previous service contracts entered into with the Company in relation to his appointment as an independent non-executive Director of the Company.

EXTRAORDINARY GENERAL MEETING

The EGM will be convened to seek the Shareholders' approval for, among other things, the appointment of Mr. Deng as an independent non-executive Director of the Company.

A circular containing, among other things, (i) the proposed appointment of Mr. Deng as an independent non-executive Director of the Company; (ii) biographical details and other relevant information of Mr. Deng; and (iii) 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.*
Chairman
Zhou Qing

Sichuan, the PRC, 30 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*