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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 20 DECEMBER 2023; (II) PAYMENT OF 2023 SPECIAL DIVIDEND; (III) CHANGE OF MEMBER OF THE BOARD; AND (IV) CHANGE OF MEMBER OF BOARD COMMITTEES

References are made to (i) the announcement dated 25 October 2023 in relation to, inter alia, the resignation of independent non-executive Director, the announcement dated 30 October 2023 in relation to, inter alia, the proposed appointment of independent non-executive Director (the “**Announcements**”); (ii) the announcement dated 30 October 2023 in relation to, inter alia, the profit distribution of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”); and (iii) the circular dated 2 November 2023 in relation to, inter alia, the profit distribution of the Company and the proposed appointment of independent non-executive Director (the “**Circular**”) and the notice of extraordinary general meeting. 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 Wednesday, 20 December 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 797,475,200 Shares carrying voting rights of the Company, representing 64.633547% 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 | 7 |
| Of which: Number of A Shareholders (including their proxies) | 6 |
| 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 (shares) | 797,475,200 |
| Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies) (shares) | 688,852,927 |
| Total number of Shares carrying voting rights held by H Shareholders (including their proxies) (shares) | 108,622,273 |
| 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 (%) | 64.633547 |
| Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%) | 55.829959 |
| Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%) | 8.803588 |

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. Zhou Qing, Chairman of the Company. 8 out of the existing 9 Directors of the Company attended the EGM, while Director Mr. Dai Weidong was unable to attend the EGM due to other business commitments. 6 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:

| Ordinary resolutions | | Category 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 Resolution in relation to the Proposal of the Profit Distribution of the Company for the First Three Quarters of 2023. | A Shareholders | 688,852,927 | 688,852,927 | 100.000000 | 0 | 0.000000 | 0 | 0.000000 |
| | | H Shareholders | 108,622,273 | 108,622,273 | 100.000000 | 0 | 0.000000 | 0 | 0.000000 |
| | | Total | 797,475,200 | 797,475,200 | 100.000000 | 0 | 0.000000 | 0 | 0.000000 |
| As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution. | | | | | | | | | |
| 2. | To consider and approve the election of Mr. Deng Fumin as an independent 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 | 688,852,927 | 688,852,927 | 100.000000 | 0 | 0.000000 | 0 | 0.000000 |
| | | H Shareholders | 108,622,273 | 108,622,273 | 100.000000 | 0 | 0.000000 | 0 | 0.000000 |
| | | Total | 797,475,200 | 797,475,200 | 100.000000 | 0 | 0.000000 | 0 | 0.000000 |
| 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. PAYMENT OF 2023 SPECIAL DIVIDEND

The Board announces the following information relating to payment of 2023 Special Dividend:

The Company will pay a one-off special dividend (the “**2023 Special Dividend**”) of RMB0.18 per Share (tax inclusive) for the nine months ended 30 September 2023. The 2023 Special Dividend will be payable to H Shareholders whose names appear on the register of members of the Company on 2 January 2024. According to the Articles of Association, the dividends payable to A Shareholders shall be declared and paid in Renminbi, while the dividends payable to H Shareholders shall be declared in Renminbi and paid in Hong Kong dollar. The average exchange rates published by The People’s Bank of China for the week immediately prior to the EGM shall be adopted. The following conversion formula shall apply to calculation of the 2023 Special Dividend payable per H Share in Hong Kong dollar (rounded to the nearest HK\$0.000001):

$$\begin{array}{l} \text{Special dividend per H Share} \\ \text{in Hong Kong dollar} \end{array} = \frac{\text{2023 Special Dividend per Share in Renminbi}}{\text{The average middle exchange rates of Renminbi} \\ \text{against Hong Kong dollar published by The People’s} \\ \text{Bank of China for the week immediately prior to the EGM}}$$

The average middle exchange rates of Renminbi against Hong Kong dollar published by The People’s Bank of China for the week immediately prior to the EGM, that was, from 11 December 2023 to 15 December 2023, was HK\$1 to RMB0.91066. Accordingly, the 2023 Special Dividend payable per H Share is HK\$0.197659 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the dividends declared by the Company on behalf of the H Shareholders. The dividends will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the dividends at their own risks on or before 20 February 2024.

Pursuant to the Corporate Income Tax Law of the People’s Republic of China and its implementation guidelines, the enterprises in the PRC paying dividends to their non-resident corporate shareholders for the accounting period shall withhold corporate income taxes for their non-resident corporate shareholders at a tax rate of 10%. Therefore, as an enterprise located in the PRC, the Company will pay dividends to its non-resident corporate Shareholders, being anyone who holds the Shares as a non-individual Shareholder, including but not limited to the H Shareholders registered in the name of HKSCC Nominees Limited, any other agents or trustees or other organizations and groups after withholding the 10% corporate income tax.

Pursuant to the letter entitled Taxation Arrangement for Hong Kong Residents in respect of Dividend Pay-out by Mainland Enterprises (《有關香港居民就內地企業派發股息的稅務安排》) from the Stock Exchange to the issuer dated 4 July 2011 as well as the Notice on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), foreign resident individual shareholders who hold shares issued by non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatments in accordance with the taxation agreements between their own countries and the PRC or the taxation arrangements between Chinese mainland and Hong Kong (Macau). As a result, the Company will withhold individual income tax at a tax rate of 10%. However, should it be otherwise stipulated in the tax rules and the relevant tax agreements, the Company will follow the stipulated tax rates and procedures when withholding individual income tax on dividends.

III. CHANGE OF MEMBER OF THE BOARD

At the EGM, the above ordinary resolution numbered 2 was duly passed. Accordingly, Mr. Deng Fumin (“**Mr. Deng**”) was formally elected by the Shareholders as an independent non-executive Director of the Company. The term of office of Mr. Deng 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. Deng has entered into a service contract with the Company. According to the remuneration standards of the fifth session of the Board of the Company, the annual emolument of Mr. Deng as an independent non-executive Director (within the PRC) and the chairman/a member of Board committees of the Company shall be RMB230,000 (before tax). In addition to the aforesaid annual remuneration, 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. The biographical details of Mr. Deng 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 Announcements and the Circular, the resignation of Mr. Fang Bingxi as an independent non-executive Director of the Company took effect from the passing of the above ordinary resolution numbered 2. Mr. Fang Bingxi 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. Fang Bingxi for his valuable contributions to the Company during his tenure as Director.

IV. CHANGE OF MEMBER OF BOARD COMMITTEES

The Board is pleased to announce that, following the above-mentioned change to the member of the Board, the table below provides positions of the Board committees on which each Board member serves:

| 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. Deng Fumin | | | 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, 20 December 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. Deng Fumin and Mr. Li Xu as independent non-executive Directors.

* For identification purposes only