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**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; AND PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the announcements of Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”) (i) dated 9 April 2024 in relation to the passing away of Mr. Li Xu (“**Mr. Li**”), an independent non-executive director of the Company; and (ii) dated 15 April 2024 in relation to the resignation of Mr. Chao Hsun (“**Mr. Chao**”), a supervisor representing the shareholders of the Company.

### PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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. Han Wenlung (“**Mr. Han**”) as an independent non-executive Director of the Company.

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

Mr. Han Wenlung (韓文龍), aged 39, is currently the deputy dean, professor and doctoral supervisor of the School of Economics of Southwestern University of Finance and Economics. He was a lecturer and associate professor of the School of Economics of Southwestern University of Finance and Economics. Mr. Han also serves as the vice president of the Sichuan Provincial Economic Association (四川經濟學會), a director of the Sichuan Federation of Social Science (四川省社會科學界聯合會) and a supervisor of the Sichuan Social Science Academic Foundation (四川省社會科學學術基金會). He was also selected into the National High-level Talent Program, the Provincial High-level Talent Program and the “Outstanding Young Professor of Guanghua Talent Project” of the Southwestern University of Finance and Economics. His major research involves digital economy and political economy. He has presided over four projects of the National Social Science Fund of China, and participated in more than 10 projects of the social science fund and the independent science fund. He has published more than 100 articles in journals such as Social Sciences in China Press and Economic Research Journal, and published more than 100 commentaries in newspapers and media such as Guangming Daily, Economic Daily, Sichuan Daily,

People's Daily Online and Guangming Online. He was awarded the Second Prize of Outstanding Scientific Research Achievements in Higher Education Institutions by the Ministry of Education and the Second Prize of National Teaching Achievement Award; the First Prize of the 14th Outstanding Achievement Award of Philosophy and Social Sciences in Shaanxi Province, the First Prize of the 18th Outstanding Achievement Award of Philosophy and Social Sciences in Sichuan Province, the special prize of the Sichuan Provincial Teaching Achievement Award, etc. Mr. Han graduated from Southwestern University of Finance and Economics with a master's degree in political economics and obtained a doctoral degree in economics.

Save as disclosed above, Mr. Han has confirmed that (i) he has not held any position in the Company or any other members 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 been penalized by the China Securities Regulatory Commission and other relevant authorities or disciplined by any stock exchanges.

Mr. Han has confirmed (i) his independence as regards to each of the factors referred to in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or no connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. Save as disclosed in this announcement, the Company considers that there is no information which shall be disclosed nor is/was Mr. Han 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 Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company (the "**Shareholders**").

The appointment of Mr. Han as an independent non-executive Director is subject to the passing of the resolution in relation to the proposed appointment of Mr. Han as an independent non-executive Director of the Company by the Shareholders at the general meeting of the Company. His term of office shall commence from the date of his appointment being approved at the general meeting until the expiry of the term of the fifth session of the Board.

Upon the approval of his appointment, Mr. Han 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. Han 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. Han 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. Han 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.

## 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. Xue Feng (“**Mr. Xue**”) as a Supervisor representing the Shareholders.

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

Mr. Xue Feng, aged 29, is currently a supervisor and fund manager of Chengdu Huasheng (Group) Industry Co., Ltd., a director of Chengdu Huasheng Industrial Shudu Garden Project Development Co., Ltd. (成都華盛實業蜀都花園專案開發有限公司), a director of Chengdu Huasheng Landscape Engineering Co., Ltd. (成都華盛園林綠化工程有限公司), a director of Chengdu Lechuang Trade Company Limited, the chairman and legal representative of Sichuan Wenhan Media Culture Co., Ltd. (四川文翰傳媒文化有限公司), and the chairman and legal representative of Chengdu Yuyu Commercial Management Co., Ltd. (成都禹宇商業管理有限公司). Mr. Xue graduated from Sichuan University with a bachelor’s degree in management majoring in human resources management.

Save as disclosed above, Mr. Xue has confirmed that (i) he does not hold any position in the Company or any other members 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 penalized by the China Securities Regulatory Commission and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed herein, the Company considers that there is no information which shall be disclosed, nor is/was Mr. Xue 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.

The appointment of Mr. Xue as a Supervisor representing Shareholders is subject to the passing of the resolution in relation to the proposed appointment of Mr. Xue as a Supervisor representing Shareholders of the Company by the Shareholders at the general meeting of the Company. Mr. Xue’s term of office shall commence from the date of his appointment being approved at the general meeting until the expiry of the fifth session of the Supervisory Committee of the Company.

Upon the approval of his appointment, Mr. Xue will enter into a service contract with the Company. The remuneration received by Mr. Xue as a Supervisor representing Shareholders is RMB90,000 per year (before tax). Unless otherwise provided by the relevant PRC laws and regulations, Mr. Xue 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. Xue does not have any previous service contracts entered into with the Company in relation to his appointment as a Supervisor of the Company.

## GENERAL MEETING

A general meeting will be convened to seek the Shareholders' approval for, among other things, (i) the appointment of Mr. Han as an independent non-executive Director of the Company; and (ii) the appointment of Mr. Xue as a Supervisor representing Shareholders of the Company.

A circular containing, among other things, (i) the proposed appointment of Mr. Han as an independent non-executive Director of the Company; (ii) biographical details and other relevant information of Mr. Han; (iii) the proposed appointment of Mr. Xue as a Supervisor representing Shareholders of the Company; (iv) biographical details and other relevant information of Mr. Xue; and (v) a notice of the general meeting, 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, 16 April 2024

*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 and Mr. Deng Fumin as independent non-executive Directors.*

\* *For identification purposes only*