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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)**

**(I) POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING  
HELD ON 21 MAY 2024;  
(II) CHANGE OF MEMBER OF THE BOARD AND  
THE SUPERVISORY COMMITTEE;  
(III) CHANGE OF MEMBER OF BOARD COMMITTEES;  
(IV) CHANGE OF AUDITOR AND INTERNAL CONTROL AUDITOR; AND  
(V) PAYMENT OF FINAL DIVIDEND FOR 2023**

References are made to (i) the annual results announcement for the year ended 31 December 2023 dated 27 March 2024 (the “**Results Announcement**”); (ii) the announcement dated 27 March 2024 in relation to proposed change of auditor and the announcement dated 16 April 2024 in relation to, among others, proposed appointment of independent non-executive director and supervisor (the “**Announcements**”); (iii) the notice of 2023 annual general meeting (“**2023 AGM**”) dated 3 April 2024 (the “**2023 AGM Notice**”); (iv) the circular dated 3 April 2024 in relation to, among others, proposed change of auditor (the “**Circular**”); (v) the supplemental circular dated 30 April 2024 in relation to, among others, proposed appointment of independent non-executive director and supervisor, and proposed appointment of internal control auditor (the “**Supplemental Circular**”); and (vi) the supplemental notice of 2023 AGM dated 30 April 2024 (the “**2023 AGM Supplemental Notice**”) 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 and Supplemental 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 2023 AGM**

The 2023 AGM 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, 21 May 2024.

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 2023 AGM (the “**AGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the AGM Resolutions at the 2023 AGM. No Shareholder was required to abstain from voting on any of the AGM Resolutions. There was no Share entitling the holder to attend and vote only against the AGM Resolutions.

Shareholders and proxies who attended the 2023 AGM held a total of 797,320,752 Shares carrying voting rights of the Company, representing 64.621029% of the total number of Shares carrying voting rights of the Company. All the AGM Resolutions were put to vote by way of poll. On-site voting and online voting (for A Shares only) were both adopted at the 2023 AGM. The voting was in compliance with relevant requirements of the Company Law of the People’s Republic of China and the Articles of Association.

<b>1. Number of Shareholders (including their proxies) who attended the 2023 AGM</b>	10
Of which: Number of A Shareholders (including their proxies)	9
Number of H Shareholders (including their proxies)	1
<b>2. Total number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2023 AGM (shares)</b>	797,320,752
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies) (shares)	687,595,469
Total number of Shares carrying voting rights held by H Shareholders (including their proxies) (shares)	109,725,283
<b>3. Percentage of the number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2023 AGM relative to the total number of Shares carrying voting rights of the Company (%)</b>	64.621029
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	55.728045
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	8.892984

*Note:* Shareholders who attended the 2023 AGM include Shareholders attending the on-site meeting and A Shareholders attending the meeting through online voting.

The 2023 AGM was chaired by Mr. Zhou Qing (Chairman of the Company). 7 out of the existing 8 Directors of the Company attended the 2023 AGM, while Director Mr. Dai Weidong was unable to attend the 2023 AGM due to other business commitments. 5 out of the existing 5 Supervisors of the Company attended the 2023 AGM. The general manager, the secretary of the Board and certain members of senior management of the Company have also attended the 2023 AGM.

The poll results in respect of the AGM Resolutions passed at the 2023 AGM 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 work report of the Board of the Company for the year ended 31 December 2023.	A Shareholders	687,595,469	687,480,769	99.983319	114,700	0.016681	0	0.000000
		H Shareholders	109,725,283	106,775,520	97.311683	1,834,000	1.671447	1,115,763	1.016870
		Total	797,320,752	794,256,289	99.615655	1,948,700	0.244406	1,115,763	0.139939
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 audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2023.	A Shareholders	687,595,469	687,595,469	100.000000	0	0.000000	0	0.000000
		H Shareholders	109,725,283	108,609,520	98.983130	0	0.000000	1,115,763	1.016870
		Total	797,320,752	796,204,989	99.860061	0	0.000000	1,115,763	0.139939
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
3.	To consider and approve the 2023 annual report of the Company.	A Shareholders	687,595,469	687,595,469	100.000000	0	0.000000	0	0.000000
		H Shareholders	109,725,283	108,609,520	98.983130	0	0.000000	1,115,763	1.016870
		Total	797,320,752	796,204,989	99.860061	0	0.000000	1,115,763	0.139939
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
4.	To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2023.	A Shareholders	687,595,469	687,595,469	100.000000	0	0.000000	0	0.000000
		H Shareholders	109,725,283	109,725,283	100.000000	0	0.000000	0	0.000000
		Total	797,320,752	797,320,752	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.									

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 (%)
5.	To consider and approve the appointment of KPMG Huazhen LLP as the auditor of the Company for the year 2024 with a term ending at the conclusion of the next annual general meeting of the Company following the 2023 AGM, and to authorize the Board to fix the remunerations of the auditor.	A Shareholders	687,595,469	687,595,469	100.000000	0	0.000000	0	0.000000
		H Shareholders	109,725,283	109,725,283	100.000000	0	0.000000	0	0.000000
		Total	797,320,752	797,320,752	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.									
6.	To approve the proposed amendments to the working rules for independent directors of the Company as set out in the circular of the Company dated 3 April 2024.	A Shareholders	687,595,469	682,347,562	99.236774	5,247,907	0.763226	0	0.000000
		H Shareholders	109,725,283	32,322,153	29.457343	77,403,130	70.542657	0	0.000000
		Total	797,320,752	714,669,715	89.633904	82,651,037	10.366096	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.									
7.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023.	A Shareholders	687,595,469	687,595,469	100.000000	0	0.000000	0	0.000000
		H Shareholders	109,725,283	108,609,520	98.983130	0	0.000000	1,115,763	1.016870
		Total	797,320,752	796,204,989	99.860061	0	0.000000	1,115,763	0.139939
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
8.	To consider and approve the election of Mr. Han Wenlong as an independent non-executive Director of the Company for a term commencing upon the conclusion of the 2023 AGM and expiring upon the expiration of the fifth session of the Board of the Company.	A Shareholders	687,595,469	687,595,469	100.000000	0	0.000000	0	0.000000
		H Shareholders	109,725,283	109,288,283	99.601733	437,000	0.398267	0	0.000000
		Total	797,320,752	796,883,752	99.945191	437,000	0.054809	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.									

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 (%)
9.	To consider and approve the election of Mr. Xue Feng as a Supervisor representing the Shareholders of the Company for a term commencing upon the conclusion of the 2023 AGM and expiring upon the expiration of the fifth session of the Supervisory Committee of the Company.	A Shareholders	687,595,469	685,629,277	99.714048	1,966,192	0.285952	0	0.000000
		H Shareholders	109,725,283	99,513,783	90.693576	10,185,219	9.282472	26,281	0.023952
		Total	797,320,752	785,143,060	98.472673	12,151,411	1.524031	26,281	0.003296
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
10.	To consider and approve the appointment of KPMG Huazhen LLP as the internal control auditor of the Company for the year 2024 for a term ending upon the conclusion of the next annual general meeting of the Company following the 2023 AGM, and to authorize the Board to determine the remuneration of the internal control auditor.	A Shareholders	687,595,469	687,595,469	100.000000	0	0.000000	0	0.000000
		H Shareholders	109,725,283	109,699,002	99.976048	0	0.000000	26,281	0.023952
		Total	797,320,752	797,294,471	99.996704	0	0.000000	26,281	0.003296
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 2023 AGM.

## **II. CHANGE OF MEMBER OF THE BOARD AND THE SUPERVISORY COMMITTEE**

### **(1) Change of Member of the Board**

At the 2023 AGM, the above ordinary resolution numbered 8 was duly passed. Accordingly, Mr. Han Wenlong (“**Mr. Han**”) was formally elected by the Shareholders as an independent non-executive Director of the Company. The term of office of Mr. Han shall commence immediately after the conclusion of the 2023 AGM until the expiry of the term of the fifth session of the Board of 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. The biographical details of Mr. Han are set out in the Supplemental Circular. As at the date of this announcement, there has not been any change in such biographical details.

### **(2) Change of Member of the Supervisory Committee**

At the 2023 AGM, the above ordinary resolution numbered 9 was duly passed. Accordingly, Mr. Xue Feng (“**Mr. Xue**”) was formally elected by the Shareholders as a supervisor representing Shareholders of the Company. The term of office of Mr. Xue shall commence immediately after the conclusion of the 2023 AGM until the expiry of the term of the fifth session of the Supervisory Committee of 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. The biographical details of Mr. Xue are set out in the Supplemental Circular. As at the date of this announcement, there has not been any change in such biographical details.

### III. CHANGE OF MEMBER OF BOARD COMMITTEES

The Board is pleased to announce that, after the above-mentioned change to the member of the Board, the positions held by each Board member in the Board committees are set out in the table below:

<b>Directors</b> \ <b>Committees</b>	<b>Strategy and Investment Planning Committee</b>	<b>Nomination Committee</b>	<b>Remuneration and Review Committee</b>	<b>Audit Committee</b>
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. Han Wenlong		Member	Chairman	

Following the appointment of Mr. Han as an independent non-executive Director, the chairman of the Remuneration and Review Committee and a member of the Nomination Committee, the Company complies with the requirements under Rules 3.10(1), 3.10A, 3.25 and 3.27A of the Listing Rules in respect of the minimum number of independent non-executive Directors, an independent non-executive Director acting as the chairman of the Remuneration and Review Committee, the minimum number of members of the Remuneration and Review Committee and the minimum number of members of the Nomination Committee.

### IV. CHANGE OF AUDITOR AND INTERNAL CONTROL AUDITOR

At the 2023 AGM, each of the above ordinary resolutions numbered 5 and 10 was duly passed. Accordingly, KPMG Huazhen LLP has been appointed as the auditor and internal control auditor of the Company for the year 2024 in place of Deloitte Touche Tohmatsu Certified Public Accountants LLP, the retiring auditor and internal control auditor, for a term commencing from the conclusion of the 2023 AGM until the conclusion of the next annual general meeting of the Company following the 2023 AGM.



## V. PAYMENT OF 2023 FINAL DIVIDEND

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

The Company will pay the final dividend (the “**Dividend**”) of RMB0.40 per Share (tax inclusive) for the year ended 31 December 2023. The Dividend will be payable to H Shareholders whose names appear on the register of members of the Company on 30 May 2024. According to the Articles of Association, the Dividend payable to A Shareholders shall be declared and paid in Renminbi, while the Dividend 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 2023 AGM shall be adopted. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar and rounding the result to the nearest HK\$0.000001:

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

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 2023 AGM (i.e. from 13 May 2024 to 17 May 2024), was HK\$1 to RMB0.909722. Accordingly, the Dividend payable per H Share is HK\$0.439695 (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 Dividend declared by the Company on behalf of the H Shareholders. The Dividend 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 Dividend at their own risks on or before 19 July 2024.

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



Pursuant to the letter titled 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). In this regard, the Company will withhold individual income tax at a tax rate of 10%. However, should it be otherwise stipulated in the tax regulations and the relevant taxation agreements, the Company will follow the stipulated tax rates and procedures when withholding individual income tax on the Dividend.

By Order of the Board  
**XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.\***  
*Chairman*  
**Zhou Qing**

Sichuan, the PRC, 21 May 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, Mr. Deng Fumin and Mr. Han Wenlong as independent non-executive Directors.*

\* *For identification purposes only*