

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)

**VOLUNTARY ANNOUNCEMENT
IMPLEMENTATION RESULTS OF INCREASE OF SHAREHOLDING
IN THE COMPANY BY A CONTROLLING SHAREHOLDER**

Reference is made to the voluntary announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 31 March 2020, in relation to the proposed continuous increase of shareholding of the Company’s H Shares not subject to selling restrictions when appropriate by Sichuan Xinhua Publishing Group Co., Ltd.* (四川新華發行集團有限公司) (“**Xinhua Publishing Group**”) (including its subsidiaries), a controlling shareholder of the Company, to the extent permissible under The Stock Exchange of Hong Kong Limited’s (the “**Stock Exchange**”) securities trading system with its own funds within twelve months commencing on 31 March 2020. The total increase in shareholding of Xinhua Publishing Group in accordance with the said increase of shareholding shall be no less than 0.5% and no more than 2% of the total number of Shares of the Company in issue.

DETAILS OF THE IMPLEMENTATION RESULTS:

I. IMPLEMENTATION RESULTS OF THE PLAN TO INCREASE SHAREHOLDING

1. Prior to the said increase of shareholding (as of 31 March 2020), Xinhua Publishing Group held 605,942,525 Shares of the Company in aggregate, representing 49.11% of the total number of Shares of the Company in issue, comprising of 592,809,525 A Shares and 13,133,000 H Shares.
2. As of 21 July 2020, Xinhua Publishing Group has cumulatively increased its shareholding in the Company by 24,567,000 H Shares, representing 1.991% of the total share capital of the Company, thus the said increase of shareholding has been implemented. Following the said increase of shareholding, Xinhua Publishing Group held 630,509,525 Shares of the Company (comprising of 592,809,525 A Shares and 37,700,000 H Shares of the Company) in aggregate, representing 51.10% of the total share capital of the Company.

- II. The increase of shareholding will not result in the Company's shareholding distribution not meeting the listing requirement, nor will it result in changes in the status of the Company's controlling shareholders and actual controllers. The increase of shareholding is in compliance with the laws and regulations, including the Securities Law of the People's Republic of China, the Measures for the Administration of the Takeover of Listed Companies issued by China Securities Regulatory Commission (the "**Measures for the Administration of the Takeover of Listed Companies**"), the departmental rules and the rules governing the listing of securities on the Stock Exchange and Shanghai Stock Exchange.
- III. Xinhua Publishing Group did not reduce its shareholding in the Company in accordance with its commitment during the implementation of the plan to increase shareholding, and undertakes not to reduce its shareholding in the Company during the statutory period.
- IV. The Company will continue to pay attention to the development regarding the increase of shareholding in the Company by Xinhua Publishing Group and make timely reports and disclosure of the relevant information pursuant to the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Measures for the Administration of the Takeover of Listed Companies, Guidelines for the Increase in Shareholdings by Shareholders of Listed Companies and Persons Acting in Concert with Such Shareholders of Shanghai Stock Exchange and the relevant regulations of the Securities and Futures Commission of Hong Kong and the Stock Exchange.

The board of directors of the Company and all directors confirm that there are no false representations, misleading statements or material omission in this announcement, and they shall individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

By Order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
Chairman
He Zhiyong

Sichuan, the PRC, 22 July 2020

As at the date of this announcement, the Board comprises (a) Mr. He Zhiyong and Mr. Chen Yunhua as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Han Xiaoming as non-executive Directors; and (c) Mr. Chan Yuk Tong, Ms. Xiao Liping and Mr. Fang Binxi as independent non-executive Directors.

* *For identification purposes only*