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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 24 JANUARY 2022;
(II) CHANGE OF MEMBERS OF THE BOARD AND
SUPERVISORY COMMITTEE;
(III) CHANGE OF MEMBERS OF BOARD COMMITTEES; AND
(IV) APPOINTMENT OF MEMBERS OF SENIOR MANAGEMENT**

Reference is made to (i) the circular (the “**Circular**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 3 December 2021 in relation to, among others, election of the Board and the Supervisory Committee of the fifth session and the notice of the EGM; and (ii) the announcement dated 10 January 2022 in relation to the postponement of the EGM. 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 omissions in this announcement, and individually and collectively accept the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

I. POLL RESULTS OF THE EGM

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 Monday, 24 January 2022.

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 888,486,775 Shares carrying voting rights of the Company, representing 72.009828% of the total number of Shares carrying voting rights of the Company. All 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 PRC and the Articles of Association.

1. Number of Shareholders (including proxies) who attended the EGM	10
Of which: Number of A Shareholders (including proxies)	8
Number of H Shareholders (including proxies)	2
2. Total number of Shares carrying voting rights held by Shareholders (including proxies) who attended the EGM (shares)	888,486,775
Of which: Total number of Shares carrying voting rights held by A Shareholders (including proxies) (shares)	683,866,290
Total number of Shares carrying voting rights held by H Shareholders (including proxies) (shares)	204,620,485
3. Percentage of the number of Shares carrying voting rights held by Shareholders (including proxies) who attended the EGM relative to the total number of Shares carrying voting rights of the Company (%)	72.009828
Of which: Percentage of the Shares held by A Shareholders (including proxies) relative to the total number of Shares (%)	55.425804
Percentage of the Shares held by H Shareholders (including proxies) relative to the total number of Shares (%)	16.584024

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. Luo Yong, Chairman of the Company. 9 out of the existing 9 Directors attended the EGM. 4 out of the 6 existing Supervisors of the Company attended the EGM. The general manager, secretary to the Board and certain members of the senior management of the Company also attended the EGM.

The poll results in respect of the EGM Resolutions passed at the EGM were as follows:

Resolutions on the Implementation of Non-Cumulative Voting Method								
ORDINARY RESOLUTIONS		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
1.	To consider and approve the proposed remuneration standards for the executive Directors and non-executive Directors of the fifth session of the Board of the Company.	888,486,775	882,131,775	99.284739	6,355,000	0.715261	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 proposed remuneration standards for the independent non-executive Directors of the fifth session of the Board of the Company.	888,486,775	882,131,775	99.284739	6,355,000	0.715261	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.								
3.	To consider and approve the proposed remuneration standards for the Supervisors of the fifth session of the Supervisory Committee of the Company.	888,486,775	882,131,775	99.284739	6,355,000	0.715261	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.								
Resolutions on the Implementation of Cumulative Voting Method								
ORDINARY RESOLUTIONS		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
4.00	Resolutions on the election of the executive Directors and non-executive Directors of the fifth session of the Board of the Company, including:							
4.01	To re-elect Mr. Luo Yong as an executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	877,035,667	98.711167	10,045,817	1.130666	0	0.000000

Resolutions on the Implementation of Cumulative Voting Method								
ORDINARY RESOLUTIONS		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 (%)
4.02	To re-elect Mr. Liu Longzhang as an executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	877,031,867	98.710740	9,574,817	1.077654	0	0.000000
4.03	To elect Mr. Li Qiang as an executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	876,691,867	98.672472	9,574,817	1.077654	0	0.000000
4.04	To re-elect Mr. Dai Weidong as a non-executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	876,727,267	98.676457	9,856,817	1.109394	0	0.000000
4.05	To elect Mr. Ke Jiming as a non-executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	876,583,267	98.660249	9,856,817	1.109294	0	0.000000
4.06	To re-elect Mr. Zhang Peng as a non-executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	872,018,522	98.146483	14,451,562	1.626537	0	0.000000
As more than 50% of the votes represented by the Shares held by the Shareholders (including their proxies) attending the EGM (on the basis of non-cumulative voting method) were cast in favour of the resolutions, the resolutions were duly passed as an ordinary resolution.								
5.00	Resolutions on the election of the independent non-executive Directors of the fifth session of the Board of the Company, including:							
5.01	To re-elect Mr. Chan Yuk Tong as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	880,389,852	99.088684	12,722,024	1.431875	0	0.000000
5.02	To re-elect Mr. Fang Bingxi as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	880,251,876	99.073155	6,852,000	0.771199	0	0.000000

Resolutions on the Implementation of Cumulative Voting Method								
ORDINARY RESOLUTIONS		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 (%)
5.03	To elect Mr. Li Xu as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.	888,486,775	878,748,876	98.903991	6,355,000	0.715261	0	0.000000
As more than 50% of the votes represented by the Shares held by the Shareholders (including their proxies) attending the EGM (on the basis of non-cumulative voting method) were cast in favour of the resolutions, the resolutions were duly passed as an ordinary resolution.								
6.00	Resolutions on the election of the Supervisors not representing the staff and workers of the fifth session of the Supervisory Committee of the Company, including:							
6.01	To re-elect Mr. Tang Xiongxing as a Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of EGM.	888,486,775	880,109,310	99.057109	8,260,000	0.929671	70,566	0.007942
6.02	To re-elect Mr. Chao Hsun as a Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of EGM.	888,486,775	880,109,310	99.057109	8,260,000	0.929671	70,566	0.007942
6.03	To elect Mr. Feng Jian as an independent Supervisor of the Company with a term of three years commencing from the date of EGM.	888,486,775	882,014,310	99.271518	6,355,000	0.715261	70,566	0.007942
6.04	To elect Ms. Wang Li as an independent Supervisor of the Company with a term of three years commencing from the date of EGM.	888,486,775	882,014,310	99.271518	6,355,000	0.715261	70,566	0.007942
As more than 50% of the votes represented by the Shares held by the Shareholders (including their proxies) attending the EGM (on the basis of non-cumulative voting method) were cast in favour of the resolutions, the resolutions were 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. CHANGE OF MEMBERS OF THE BOARD AND THE SUPERVISORY COMMITTEE

(1) Appointment of Chairman, Vice Chairman of the Board and Directors

At the EGM, all the sub-resolutions under the above resolutions numbered 4.00, 5.00 and 6.00 were duly passed. As a result, the following personnel were elected or re-elected as the members of the Board of the fifth session for a term commencing from the passing of the EGM Resolutions and ending on the expiry of the Board of the fifth session:

Executive Directors

Mr. Luo Yong, Mr. Liu Longzhang and Mr. Li Qiang

Non-executive Directors

Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng

Independent non-executive Directors

Mr. Chan Yuk Tong, Mr. Fang Bingxi and Mr. Li Xu

The biographical details of the above-listed Directors were set out in the Circular. As at the date of this announcement, there has been no change of such information.

In respect of the remuneration of the Directors of the fifth session of the Board, the Board determined the remuneration of the Directors as follows with reference to their respective duties and responsibilities with the Company, the Company's remuneration policy, the Company's performance and profitability and the market conditions: (i) Mr. Luo Yong and Mr. Liu Longzhang will not receive any director's remuneration for serving as executive Directors and the Chairman and Vice Chairman of the Board respectively, and Mr. Li Qiang will not receive any director's remuneration for serving as an executive Director; (ii) each of Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng will not receive any director's remuneration for serving as a non-executive Director; (iii) the remuneration for Mr. Chan Yuk Tong as an overseas independent non-executive Director and chairman and/or member of Board committees is RMB320,000 per year (before tax), and the remuneration for each of Mr. Fang Bingxi and Mr. Li Xu as a domestic independent non-executive Directors and chairman and/or member of Board committees is RMB230,000 per year (before tax).

After the EGM, the Board of the fifth session has resolved to appoint Mr. Luo Yong as the Chairman and Mr. Liu Longzhang as the Vice Chairman of the Board of the fifth session of the Company with effect from the date of the EGM. According to Article 5 of the Articles of Association, the Chairman of the Company is the legal representative of the Company. Accordingly, Mr. Luo Yong will concurrently serve as the legal representative of the Company. The above-stated appointment shall take effect from the date of this announcement to the expiry of the term of the Board of the fifth session.

(2) Retirement of Directors

Due to expiry of the term of office of the Board of the fourth session, Mr. Luo Jun, Mr. Han Xiaoming and Ms. Xiao Liping will retire from their offices of Directors and their respective positions in the board committees (the “**Board Committees**”) of the Company with effect from the date of the EGM. The Company wishes to thank Mr. Luo Jun, Mr. Han Xiaoming and Ms. Xiao Liping for their valuable contributions to the Company during their terms of service as Directors.

(3) Appointment of Chairman of the Supervisory Committee and Supervisors

At the EGM, the following personnel were elected or re-elected as the members of the Supervisory Committee (excluding the Supervisors representing the staff and workers of the Company) of the fifth session for a term commencing from the date of the EGM and ending on the expiry of the current session of the Supervisory Committee:

Supervisors representing the Shareholders

Mr. Tang Xiongxing and Mr. Chao Hsun

Independent Supervisors

Mr. Feng Jian and Ms. Wang Li

The biographical details of the above-listed Supervisors were set out in the Circular. As at the date of this announcement, there has been no change of such information. After the EGM, the Supervisory Committee of the fifth session has resolved to appoint Mr. Tang Xiongxing as the chairman of the Supervisory Committee of the Company of the fifth session with effect from the date of the EGM.

As disclosed in the Circular, Supervisors representing the staff and workers of the Company of the fifth session will be elected by the Company through convening the meeting of the representatives of the staff and workers at a democratic election (the “**Democratic Election**”) of the staff and workers of the Company. The Company hereby announces that the Democratic Election had been held on Thursday, 6 January 2022. The biographical details and the remuneration standards for the relevant candidates are set out in the announcement regarding the election of the Supervisors representing the staff and workers of the fifth session of the Supervisory Committee of the Company dated 6 January 2022. Ms. Wang Yan (being a Supervisor representing the staff and workers of the fourth session of the Supervisory Committee of the Company) and Ms. Wang Yuanyuan were re-elected and elected at the Democratic Election as the Supervisors representing the staff and workers of the fifth session of the Supervisory Committee, respectively. Their term of office will commence from the passing of the EGM Resolutions and end on the expiry of the Supervisory Committee of the fifth session. Supervisors representing the staff and workers and Supervisors not representing the staff and workers of the fifth session of the Company shall form the fifth session of the Supervisory Committee of the Company together.

In respect of the remuneration of the Supervisors of the fifth session of the Supervisory Committee, the Supervisory Committee determined the remuneration of the Supervisors as follows with reference to their respective duties and responsibilities with the Company, the Company’s remuneration policy, the Company’s performance and profitability and the market conditions: (i) Mr. Tang Xiongxing will not receive any supervisor’s remuneration for serving as a shareholder representative Supervisor and the remuneration for Mr. Chao Hsun as a shareholder representative Supervisor is RMB90,000 per year (before tax); (ii) both Ms. Wang Yan and Ms. Wang Yuanyuan will not receive any supervisor’s remuneration for serving as Supervisors representing the staff and workers; and (iii) the remuneration for each of Mr. Feng Jian and Ms. Wang Li as an independent Supervisor is RMB100,000 per year (before tax).

(4) Retirement of Supervisors

Due to expiry of the term of office of the Supervisory Committee of the fourth session, Mr. Li Xu, Ms. Liu Mixia and Ms. Lan Hong will retire from their offices of Supervisors with effect from the date of the EGM. The Company wishes to thank Mr. Li Xu, Ms. Liu Mixia and Ms. Lan Hong for their valuable contributions to the Company during their terms of service as Supervisors.

III. CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board is pleased to announce that, following the above-mentioned changes to the members of the Board, the Board of the fifth session has resolved to appoint the members of the Board Committees as follows:

Committees	Strategy and Investment Planning Committee	Audit Committee	Remuneration and Review Committee	Nomination Committee
Directors				
Mr. Luo Yong	Chairman			
Mr. Liu Longzhang			Member	
Mr. Li Qiang	Member			
Mr. Dai Weidong	Member			
Mr. Ke Jiming		Member		
Mr. Zhang Peng				Member
Mr. Chan Yuk Tong		Chairman	Member	
Mr. Fang Bingxi		Member		Chairman
Mr. Li Xu			Chairman	Member

IV. APPOINTMENT OF MEMBERS OF SENIOR MANAGEMENT

General Manager

Mr. Li Qiang

The biographical details of Mr. Li Qiang are set out below:

Mr. Li Qiang, aged 48, is currently deputy party secretary and general manager of the Company. He worked at Sichuan Xinhua Publishing Group as deputy manager of sales department and manager of marketing center and operation center. Mr. Li served as assistant to general manager, deputy general manager and general manager of the textbook distribution department of the Company; a Supervisor and deputy general manager of the Company. He served as general manager and chairman of Sichuan Winshare Education Technology Co., Ltd. and director of Sichuan Yaxinshengxiang Education Technology Co., Ltd. He has been general manager of the Company since April 2019, and deputy party secretary of the Company since June 2021. Mr. Li graduated from Wuhan University with a bachelor of arts degree majoring in Book Publication. He possesses the professional titles as a senior economist and a senior political engineer.

Chief Editor

Mr. Chen Dali

The biographical details of Mr. Chen Dali are set out below:

Mr. Chen Dali, aged 59, is currently deputy general manager of the Company and director of Ren Min Eastern (Beijing) Book Industry Co., Ltd., Guizhou Xinhua Winshare Book Audio-Visual Product Chainstore Co., Ltd. and Hainan Publishing House Co., Ltd. He served as vice president at Sichuan Bashu Book Shop; deputy general manager of Sichuan Xinhua Publishing Group, general manager and chief editor of Sichuan Xinhua Publishing Co., Ltd.; general manager of the publication department of the Company; and executive director of Sichuan Winshare Cloud Image Culture Innovation Technology Co., Ltd. He has been deputy general manager of the Company since June 2005. Mr. Chen obtained his master's degree in the history of Chinese language from Sichuan Normal University. He possesses the professional title as a deputy editor.

Deputy General Managers

Mr. Wang Huaguang

The biographical details of Mr. Wang Huaguang are set out below:

Mr. Wang Huaguang, aged 57, is currently a party committee member and chief production officer of the Company and executive director of Sichuan Xinhua Culture Communication Co., Ltd. He worked as editor and reporter of Sichuan Culture Daily (《四川文化報》), the associate chief officer of the art department of Sichuan Provincial Department of Culture, deputy head and vice president of the youth editorial office of Sichuan People's Publishing House, executive deputy general manager of Sichuan Publication Group Co., Ltd., and executive director and general manager of Sichuan Publication Printing Co., Ltd. He has been chief production officer of the Company since December 2010 and a party committee member of the Company since June 2021. Mr. Wang graduated from Shandong University majoring in Chinese classical literature with a master of arts degree. He possesses the professional title as an editor.

Mr. Zhao Xuefeng

The biographical details of Mr. Zhao Xuefeng are set out below:

Mr. Zhao Xuefeng, aged 57, is currently a party committee member and chief procurement officer of the Company. He serves as executive director of Sichuan Wenchuan Logistics Co., Ltd., chairman of Sichuan Winshare BLOGIS Supply Chain Co., Ltd. and Xinhua Winshare Commercial Chain (Beijing) Co., Ltd., director of Sichuan Winshare Online E-commerce Co., Ltd., director and general manager of The Commercial Press (Chengdu) Co., Ltd. He served as manager and deputy general manager of Chengdu Xinhua wholesale bookstore (成都市新華書店批發書店), deputy manager of the Beijing publishing department of Xinhua Bookstore, and general manager of the procurement center of the Company. He has been chief procurement officer of the Company since March 2008 and a party committee member of the Company since June 2021. Mr. Zhao graduated from Correspondence College of Party School of the Central Committee of the Communist Party of China (中共中央黨校函授學院) majoring in economics and management.

Mr. Zou Jian

The biographical details of Mr. Zou Jian are set out below:

Mr. Zou Jian, aged 49, is currently a party committee member, assistant to general manager and head of the information center of the Company, director and general manager of Sichuan Winshare Online E-commerce Co., Ltd., director of Sichuan Winshare Education Technology Co., Ltd., director of Xinhua Internet E-commerce Co., Ltd., general manager of Sichuan Moyuan Cultural Communication Co., Ltd., executive director and general manager of Sichuan Xinyaxuan Cultural Communication Co., Ltd., general manager of Sichuan Aiyuecheng Cultural Communication Co., Ltd., executive director and general manager of Sichuan Xingyueyue Cultural Communication Co., Ltd., general manager of Sichuan Tianyuge Cultural Communication Co., Ltd., and executive director and general manager of Sichuan Xuehaizhizhou Cultural Communication Co., Ltd. He worked at a computer software company in Sichuan and the computer department (電算科) of Sichuan Province Xinhua Bookstore, and served as head of computer center (計算機中心) of Sichuan Xinhua Winshare Chainstore Co., Ltd. (四川文軒連鎖有限公司) and deputy head of the information center of the Company. He has been head of the information center of the Company since July 2006, assistant to general manager of the Company since July 2015, and a party committee member of the Company since June 2021. Mr. Zou graduated from Sichuan University majoring in computer science and applications with a bachelor of engineering degree. He possesses the professional title as an engineer.

Mr. Hu Bo

The biographical details of Mr. Hu Bo are set out below:

Mr. Hu Bo, aged 48, is currently a party committee member, assistant to general manager and head of human resources development department of the Company. He worked at human resources development department of Sichuan Xinhua Publishing Group Co., Ltd., and served as deputy head of human resources development department of the Company. He has been head of human resources development department of the Company since September 2006, assistant to general manager of the Company since July 2015, and a party committee member of the Company since June 2021. Mr. Hu graduated from the University of Electronic Science and Technology of China majoring in computer science and applications. He possesses the professional title as a senior economist.

Mr. Hu Wei

The biographical details of Mr. Hu Wei are set out below:

Mr. Hu Wei, aged 49, is currently a party committee member, assistant to general manager and head of operation center of the Company. He worked as head of transportation department of Sichuan Xinhua Bookstore Storage and Transportation Company (四川新華書店儲運公司), deputy manager of Sichuan Xinhua Publishing Group Distribution Company (四川新華發行集團配送公司), deputy general manager of logistics development department of Sichuan Xinhua Winshare Chain Co., Ltd., and deputy head of operation center of the Company. He has been head of operation center of the Company since June 2007, assistant to general manager of the Company since July 2015, and a party committee member of the Company since June 2021. Mr. Hu graduated from Chongqing Normal University majoring in geography education with a bachelor of science degree. He possesses the professional title as a political engineer.

Mr. Ma Xiaofeng

The biographical details of Mr. Ma Xiaofeng are set out below:

Mr. Ma Xiaofeng, aged 48, has been head of editorial office of Sichuan Minzu Publishing House (四川民族出版社), vice president of Sichuan Pictorial, president of Sichuan Fine Arts Publishing House, deputy director and second-class researcher of the publication department of the propaganda department of the Sichuan provincial party committee (四川省委宣傳部出版處), and assistant to general manager of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. Mr. Ma graduated from Sichuan Fine Arts Institute majoring in fine arts education. He possesses the professional title as an editor.

Secretary to the Board

Ms. Yang Miao

The biographical details of Ms. Yang Miao are set out below:

Ms. Yang Miao, aged 40, is currently the head of the office of the Board and the representative of securities affairs of the Company. She served as a staff member of the Board of the Company, a designated staff member of the listing office, an investor relations management officer of the office of the Board, and an assistant to the head and the deputy director of the office of the Board. She has served as the securities affairs representative of the Company since August 2013 and the head of the office of the Board of the Company since August 2020. Ms. Yang Miao graduated from Southwest Jiaotong University, majoring in industrial economics, and obtained a master's degree in economics.

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
Luo Yong
Chairman

Sichuan, the PRC, 24 January 2022

As at the date of this announcement, the Board comprises (a) Mr. Luo Yong, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*