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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 2021 ANNUAL GENERAL MEETING
HELD ON 24 MAY 2022;
(II) CHANGE OF MEMBERS OF THE BOARD;
(III) CHANGE OF MEMBERS OF BOARD COMMITTEES; AND
(IV) PAYMENT OF FINAL DIVIDEND FOR 2021**

References are made to (i) the announcement dated 17 February 2022 in relation to the resignation of independent non-executive Director and the announcement dated 29 March 2022 in relation to the proposed appointment of independent non-executive Director (the “**Announcements**”); (ii) the annual results announcement for the year ended 31 December 2021 dated 29 March 2022 (the “**Results Announcement**”); (iii) the notice of 2021 annual general meeting dated 1 April 2022 (the “**2021 AGM Notice**”); and (iv) the circular dated 1 April 2022 in relation to, inter alia, the proposed appointment of independent non-executive Director (the “**Circular**”) 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.

The Board confirms that there are no false representations, misleading statements or material omission in this announcement, and are they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

I. POLL RESULTS OF THE 2021 ANNUAL GENERAL MEETING

The 2021 AGM of the Company was held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10 a.m. on Tuesday, 24 May 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 2021 AGM (the “**AGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the AGM Resolutions at the 2021 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 2021 AGM held a total of 804,444,131 Shares carrying voting rights of the Company, representing 65.198363% 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 2021 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.

1. Number of Shareholders (including their proxies) who attended the 2021 AGM	10
Of which: Number of A Shareholders (including their proxies)	9
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 2021 AGM	804,444,131
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies)	684,068,790
Total number of Shares carrying voting rights held by H Shareholders (including their proxies)	120,375,341
3. Percentage of the number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2021 AGM relative to the total number of Shares carrying voting rights of the Company (%)	65.198363
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	55.442216
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	9.756147

Note: Shareholders who attended the 2021 AGM include Shareholders attending the on-site meeting and A Shareholders attending the meeting through online voting.

Mr. Luo Yong, our Chairman, was unable to attend the 2021 AGM due to other business, hence the meeting was chaired by Mr. Liu Longzhang, our Vice Chairman. 7 out of the existing 9 Directors attended the 2021 AGM as Mr. Luo Yong and Mr. Dai Weidong were unable to attend the 2021 AGM due to other business. 5 out of the existing 6 Supervisors of the Company attended the 2021 AGM. The general manager, the secretary of the Board and certain members of senior management of the Company have also attended the 2021 AGM.

The poll results in respect of the AGM Resolutions passed at the 2021 AGM 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	Percentage (%)
1.	To consider and approve the report of the Board of the Company for the year ended 31 December 2021.	804,444,131	803,608,972	99.896182	122,400	0.015215	712,759	0.088603
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 2021.	804,444,131	803,726,972	99.910850	4,400	0.000547	712,759	0.088603
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 2021 annual report of the Company.	804,444,131	803,726,972	99.910850	4,400	0.000547	712,759	0.088603
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 2021.	804,444,131	802,650,539	99.777040	1,793,592	0.222960	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 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	Percentage (%)
5.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditors of the Company for the year 2022 with a term following the 2021 AGM ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.	804,444,131	802,534,731	99.762644	1,909,400	0.237356	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 consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2021.	804,444,131	803,726,972	99.910850	4,400	0.000547	712,759	0.088603
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 election of Mr. Lau Tsz Bun as an independent non-executive Director of the Company for a term commencing upon the conclusion of the 2021 AGM and ending upon the expiry of the term of the fifth session of the Board of the Company.	804,444,131	803,183,800	99.843329	1,260,331	0.156671	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 2021 AGM.

II. CHANGE OF MEMBERS OF THE BOARD

At the 2021 AGM, the above ordinary resolution numbered 7 was duly passed. Accordingly, Mr. Lau Tsz Bun (“**Mr. Lau**”) was duly elected by the Shareholders as independent non-executive Director of the Company. The term of office of Mr. Lau will take effect immediately after the conclusion of the 2021 AGM and end on the expiry of the term of the fifth session of the Board of the Company. Mr. Lau 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 emoluments of Mr. Lau as an independent non-executive Director (outside the PRC) and as the Chairman and/or member of the board committees (the “**Board Committees**”) will be RMB320,000 (before tax). In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, Mr. Lau 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. Lau 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. Chan Yuk Tong as an independent non-executive Director of the Company took effect from the passing of the above ordinary resolution numbered 7. Mr. Chan Yuk Tong has confirmed that, as at the date of this announcement, he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

III. CHANGE OF MEMBERS OF BOARD COMMITTEES

The Board is pleased to announce that, following the above-mentioned change to the members of the Board, the positions of the Board Committees on which each Board member serves are set out in the table below:

Directors \ Committees	Strategy and Investment Planning Committee	Audit Committee	Remuneration and Review Committee	Nomination Committee
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. Fang Bingxi		Member		Chairman
Mr. Li Xu			Chairman	Member
Mr. Lau Tsz Bun		Chairman	Member	

IV. PAYMENT OF FINAL DIVIDEND FOR 2021

The Board announces the following information relating to the payment of the final dividend for 2021:

The Company will pay the final dividend (the “**Dividend**”) at RMB0.32 per Share (tax inclusive) for the year ended 31 December 2021. The Dividend will be payable to the H Shareholders whose names appear on the register of members of the Company on 6 June 2022 (the “**Dividend Entitlement Date**”). According to the Articles of Association, the Dividend payable to A Shareholders shall be declared and paid in RMB whilst the Dividend payable to H Shareholders shall be declared in RMB and paid in Hong Kong dollar. The exchange rate will be calculated based on the average exchange rate published by the People’s Bank of China during the week immediately prior to the 2021 AGM. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

$$\begin{array}{lcl} \text{Dividend per H Share in} & & \text{Dividend per Share in RMB} \\ \text{HK\$} & = & \frac{\text{The average middle exchange rates of RMB against HK\$}}{\text{published by the People’s Bank of China during the week}} \\ & & \text{immediately prior to the 2021 AGM} \end{array}$$

The average middle exchange rate of RMB against HK\$ published by the People’s Bank of China for the week immediately prior to the 2021 AGM, that was, from 16 May 2022 to 20 May 2022, was HK\$1 to RMB0.861658. Accordingly, the Dividend payable per H Share is HK\$0.371377 (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 21 July 2022.

In accordance with the “Income Tax Law of the People’s Republic of China” and its Regulation on the Implementation, where a PRC domestic enterprise distributes dividends to its non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for its non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the Dividend as enterprise income tax, distribute the Dividend to its non-resident enterprise Shareholders, i.e., any person who holds the Shares in the identity of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other groups and organizations.

Pursuant to the letter titled the “Tax arrangements on dividends paid to Hong Kong residents by mainland companies” issued by the Stock Exchange to the issuers on 4 July 2011 and the Notice of the State Administration of Taxation on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No.045 (No.348 [2011] of the State Administration of Taxation), it is confirmed that the overseas resident individual shareholders holding the stocks issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements between the countries where they reside and China, or the tax arrangements between mainland China and Hong Kong (Macau). Therefore, the Company will withhold 10% of the Dividend as individual income tax unless it is otherwise specified by the relevant tax regulations and tax agreements, in which case the Company will withhold individual income tax of the Dividend in accordance with the tax rates and according to the relevant procedures as specified by the relevant regulations.

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

Sichuan, the PRC, 24 May 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. Fang Bingxi, Mr. Li Xu and Mr. Lau Tsz Bun as independent non-executive Directors.

* *For identification purposes only*