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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 2022
ANNUAL GENERAL MEETING HELD ON 18 MAY 2023;
AND
(II) PAYMENT OF FINAL DIVIDEND FOR 2022**

References are made to (i) the annual results announcement for the year ended 31 December 2022 dated 28 March 2023 (the “**Results Announcement**”); (ii) the notice of 2022 annual general meeting dated 31 March 2023 (the “**2022 AGM Notice**”); and (iii) the supplemental notice of 2022 annual general meeting dated 26 April 2023 (the “**2022 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 2022 AGM Notice and 2022 AGM Supplemental Notice.

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 2022 ANNUAL GENERAL MEETING

The 2022 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 Thursday, 18 May 2023.

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 2022 AGM (the “**AGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the AGM Resolutions at the 2022 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 2022 AGM held a total of 800,189,479 Shares carrying voting rights of the Company, representing 64.853532% 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 2022 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 2022 AGM	9
Of which: Number of A Shareholders (including their proxies)	8
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 2022 AGM	800,189,479
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies)	687,179,397
Total number of Shares carrying voting rights held by H Shareholders (including their proxies)	113,010,082
3. Percentage of the number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2022 AGM relative to the total number of Shares carrying voting rights of the Company (%)	64.853532
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	55.694323
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	9.159209

Note: Shareholders who attended the 2022 AGM include Shareholders attending the on-site meeting and A Shareholders attending the meeting through online voting.

The 2022 AGM was chaired by Mr. Luo Yong, our Chairman. 6 out of the existing 9 Directors attended the 2022 AGM as Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng were unable to attend the 2022 AGM due to other business. 4 out of the existing 6 Supervisors of the Company attended the 2022 AGM. The general manager, the secretary of the Board and certain members of senior management of the Company have also attended the 2022 AGM.

The poll results in respect of the AGM Resolutions passed at the 2022 AGM were as follows:

		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 (%)
Ordinary resolutions		Category of Shareholders							
1.	To consider and approve the work report of the Board of the Company for the year ended 31 December 2022.	A Shareholders	687,179,397	687,179,397	100	0	0	0	0
		H Shareholders	113,010,082	111,958,128	99.069150	0	0	1,051,954	0.930850
		Total	800,189,479	799,137,525	99.868537	0	0	1,051,954	0.131463
As more than 50% of the votes were cast in favor 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 2022.	A Shareholders	687,179,397	687,179,397	100	0	0	0	0
		H Shareholders	113,010,082	111,958,128	99.069150	0	0	1,051,954	0.930850
		Total	800,189,479	799,137,525	99.868537	0	0	1,051,954	0.131463
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.									
3.	To consider and approve the 2022 annual report of the Company.	A Shareholders	687,179,397	687,179,397	100	0	0	0	0
		H Shareholders	113,010,082	111,958,128	99.069150	0	0	1,051,954	0.930850
		Total	800,189,479	799,137,525	99.868537	0	0	1,051,954	0.131463
As more than 50% of the votes were cast in favor 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 2022.	A Shareholders	687,179,397	687,179,397	100	0	0	0	0
		H Shareholders	113,010,082	113,010,082	100	0	0	0	0
		Total	800,189,479	800,189,479	100	0	0	0	0
As more than 50% of the votes were cast in favor 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 re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditor of the Company for the year 2023 with a term ending at the conclusion of the next annual general meeting of the Company following the 2022 AGM, and to authorise the Board to fix the remunerations of the auditors and internal control auditor.	A Shareholders	687,179,397	687,179,397	100	0	0	0	0
	H Shareholders	113,010,082	112,010,801	99.115759	999,281	0.884241	0	0
	Total	800,189,479	799,190,198	99.875119	999,281	0.124881	0	0
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.								
6. To consider and approve the liability insurance related matters of the Directors, Supervisors and senior management.	A Shareholders	687,179,397	685,633,005	99.774965	1,492,092	0.217133	54,300	0.007902
	H Shareholders	113,010,082	80,310,616	71.065001	8,930,066	7.902008	23,769,400	21.032991
	Total	800,189,479	765,943,621	95.720281	10,422,158	1.302462	23,823,700	2.977257
As more than 50% of the votes were cast in favor 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 2022.	A Shareholders	687,179,397	687,179,397	100	0	0	0	0
	H Shareholders	113,010,082	111,958,128	99.069150	0	0	1,051,954	0.930850
	Total	800,189,479	799,137,525	99.868537	0	0	1,051,954	0.131463
As more than 50% of the votes were cast in favor of the resolution, the resolution was duly passed as an ordinary resolution.								
8. To consider and approve the resolution on the connected transaction in relation to the business cooperation between the Company and Bank of Chengdu.	A Shareholders	687,179,397	687,179,397	100	0	0	0	0
	H Shareholders	113,010,082	93,162,082	82.436965	19,848,000	17.563035	0	0
	Total	800,189,479	780,341,479	97.519587	19,848,000	2.480413	0	0
As more than 50% of the votes were cast in favor 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 2022 AGM.

II. PAYMENT OF FINAL DIVIDEND FOR 2022

The Board announces the following information relating to the payment of the final dividend for 2022:

The Company will pay the final dividend (the “**Dividend**”) at RMB0.34 per Share (tax inclusive) for the year ended 31 December 2022. The Dividend will be payable to the H Shareholders whose names appear on the register of members of the Company on 29 May 2023. 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 2022 AGM. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

$$\text{Dividend per H Share in HK\$} = \frac{\text{Dividend per Share in RMB}}{\text{The average middle exchange rates of RMB against HK\$ published by the People’s Bank of China during the week immediately prior to the 2022 AGM}}$$

The average middle exchange rate of RMB against HK\$ published by the People’s Bank of China for the week immediately prior to the 2022 AGM, that was, from 8 May 2023 to 12 May 2023, was HK\$1 to RMB0.883366. Accordingly, the Dividend payable per H Share is HK\$0.384891 (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 18 July 2023.

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 (Guo Shui Han [2011] No.348), 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 tax regulations and relevant 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, 18 May 2023

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. Lau Tsz Bun, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*