

*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)**

**PROFIT DISTRIBUTION OF THE COMPANY  
AND  
CLOSURE OF REGISTER OF MEMBERS**

**PROFIT DISTRIBUTION OF THE COMPANY**

The board (the “**Board**”) of directors (the “**Directors**”) of Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”) is pleased to announce that, as a sign of appreciation to the shareholders of the Company for their continuous support, it proposed to make a distribution of a one-off special dividend for the nine months ended 30 September 2023 (the “**2023 Special Dividend**”). The proposed distribution of profit (2023 Special Dividend) is as follows: a 2023 Special Dividend of approximately RMB222,091,400 (including tax) in total, at RMB0.18 per share (including tax), shall be paid to the shareholders based on the 1,233,841,000 shares of the Company in issue as at 30 September 2023. The proposed pay-out of special dividend is conditional upon approval of the shareholders at the extraordinary general meeting of the Company (the “**EGM**”) which will be held on 20 December 2023. Should the proposal be approved, the dividend for the A shareholders will be declared and paid in RMB, and the dividend for the H shareholders will be declared in RMB and paid in Hong Kong dollars, at the average exchange rate published by the People’s Bank of China within one week before the EGM.

If the issued share capital of the Company changes during the period from the date of this announcement to the Dividend Entitlement Date, the distribution amount per share will remain unchanged while the total distribution amount will be adjusted accordingly by the Company. The details of adjustments will be announced separately if there are subsequent changes to the issued share capital of the Company.

In accordance with the “Corporate Income Tax Law of the People’s Republic of China” and its regulations on implementation, where a PRC domestic enterprise distributes dividends to its non-resident enterprise shareholders, it is required to withhold 10% corporate income tax for its non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the dividend as corporate income tax, distribute the dividend to its non-resident enterprise shareholders, i.e., any shareholders who hold the shares as non-individual shareholders, including but not limited to H shareholders registered in the name of HKSCC Nominees Limited, other nominees, trustees, or 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 of Hong Kong Limited (the “**Stock Exchange**”) to the issuers on 4 July 2011 and the “State Taxation Administration of the PRC Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of 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 arrangements between the countries where they reside and China or the tax arrangements between the Chinese Mainland and Hong Kong (Macau) of the PRC. 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 such dividends in accordance with the tax rates and according to the relevant procedures as specified by the relevant regulations.

## **EXTRAORDINARY GENERAL MEETING**

The EGM will be held on Wednesday, 20 December 2023 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan. For further information on the EGM, please see the circular and the notice of the EGM to be dispatched in due course by the Company to its shareholders in relation to, among others, the proposed profit distribution. The notice will also be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.winshare.com.cn](http://www.winshare.com.cn)) respectively.

## **CLOSURE OF REGISTER OF MEMBERS**

In order to ascertain the shareholders attending the EGM and entitled to receive the dividend (if approved by the shareholders), the register of members for H shares will be closed during the following periods:

### ***To ascertain the H shareholders who are qualified to attend and vote at the EGM:***

Latest time for lodging transfers of H shares	4:30 p.m., Friday, 17 November 2023
Closure of register of members for H shares	from Monday, 20 November 2023 to Wednesday, 20 December 2023 (both days inclusive)
Date for the EGM	Wednesday, 20 December 2023

### ***To ascertain the H shareholders who are entitled to the proposed dividend:***

Latest time for lodging transfers of H shares	4:30 p.m., Wednesday, 27 December 2023
Closure of register of members for H shares	from Thursday, 28 December 2023 to Tuesday, 2 January 2024 (both days inclusive)
Dividend Entitlement Date	Tuesday, 2 January 2024

In order for the H shareholders to qualify to attend and vote at the EGM and to receive the 2023 Special Dividend proposed by the Company (if approved by the shareholders), all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration before the above mentioned deadlines for lodging the transfer documents.

H shareholders whose names appear on the register of members of the Company on Tuesday, 2 January 2024 (the “**Dividend Entitlement Date**”) are entitled to the 2023 Special Dividend of the Company (if approved by the shareholders). The abovementioned 2023 Special Dividend will be paid on or before 20 February 2024 (if approved by the shareholders).

H shareholders are advised to consult their own taxation advisers about the tax effect in respect of owning and disposal of H shares if they are in any doubt as to the above arrangements.

Shareholders should read this paragraph carefully. Should there be anyone who intends to change his/her identity as a shareholder, please seek advice on the relevant procedures from the nominees or trustees. The Company is neither obliged nor responsible for ascertaining the identities of the shareholders. In addition, the Company will withhold corporate income tax and individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H share register of members as at the Dividend Entitlement Date, and will not entertain or assume responsibility for any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the shareholders or any disputes over the arrangements for withholding the corporate income tax and individual income tax.

As the proposed 2023 Special Dividend was made based on factors such as the Company’s development stage and future capital needs, it would not have any material impact on the Company’s operational cashflows, normal operations and long-term development.

**Shareholders and investors are reminded to exercise caution when dealing in the shares of the Company.**

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

Sichuan, the PRC, 30 October 2023

*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. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.*

\* *For identification purposes only*