

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)

PROPOSED CHANGE OF AUDITOR

This announcement is made by Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RETIREMENT OF AUDITOR

The board of directors (the “**Board**”) of the Company hereby announces that the term of office of Deloitte Touche Tohmatsu Certified Public Accountants LLP (“**Deloitte Touche Tohmatsu CPA**”), the current auditor of the Company, will end at the conclusion of the 2023 annual general meeting of the Company to be held on 21 May 2024 (the “**2023 AGM**”), who will retire as the auditor of the Company. According to the requirements of the Measures for Administration of Selection and Engagement of Accounting Firms by State-Owned Enterprises and Listed Companies (Cai Kuai [2023] No. 4) (《國有企業、上市公司選聘會計師事務所管理辦法》(財會[2023]4號)) (the “**Administrative Measures**”) jointly issued by the Ministry of Finance of the People's Republic of China, the State-owned Assets Supervision and Administration Commission of the State Council and the China Securities Regulatory Commission, Deloitte Touche Tohmatsu CPA's appointment as the auditor of the Company has reached the prescribed maximum consecutive term of appointment under the Administrative Measures. Therefore, the Company is required to change its auditor in the year of 2024.

Each of the Board, the audit committee of the Company (the “**Audit Committee**”) and Deloitte Touche Tohmatsu CPA has confirmed that there is no other disagreement or unresolved issue between the Company and Deloitte Touche Tohmatsu CPA, and there are no other circumstances in relation to the retirement of auditor that need to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

The Board would like to express its sincere gratitude to Deloitte Touche Tohmatsu CPA for its professional services provided to the Company in the past years.

APPOINTMENT OF AUDITOR

At the first meeting of the fifth session of the Board for the year 2024 held on 27 March 2024, the Board, having considered the opinions of the Audit Committee of the Board and based on the election results, proposed to appoint KPMG Huazhen LLP (“**KPMG Huazhen**”) as the auditor of the Company for the year 2024 upon expiry of the term of office of Deloitte Touche Tohmatsu CPA, and proposed to the 2023 AGM to approve the authorization to the Board to determine the remuneration of the auditor.

The Audit Committee has considered and approved the Resolution on the Selection and Appointment Plan of Auditor of the Company for 2024 at the first meeting in 2024, and agreed to commence the selection and appointment of auditor by way of public tender. At the 2024 third meeting, the Resolution on the Appointment of Accounting Firms of the Company for 2024 was considered and approved to review the service experience, professional competence, investor protection ability, independence and integrity of KPMG Huazhen, and considered that KPMG Huazhen can adhere to the principle of independent audit and assist the Company to objectively, impartially and fairly reflect the internal control status, financial position, operating results and cash flow of the Company. Therefore, the Audit Committee recommended KPMG Huazhen to the Board as auditor of the Company for 2024.

The appointment of KPMG Huazhen is subject to the approval of the Shareholders by way of an ordinary resolution at the 2023 AGM and shall hold office until the conclusion of the next annual general meeting of the Company following the 2023 AGM.

A circular containing, among other things, (i) details of the proposed change of auditor; and (ii) a notice of the 2023 AGM, will be despatched to the Shareholders as soon as practicable.

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

Sichuan, the PRC, 27 March 2024

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. Deng Fumin and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*