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WIN SHARE

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 2019 ANNUAL GENERAL MEETING
HELD ON 21 MAY 2020;**

**(II) AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE GENERAL MEETING RULES AND THE BOARD MEETING RULES;
AND**

(III) PAYMENT OF FINAL DIVIDEND FOR 2019

References are made to the announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 6 March 2020 in relation to the proposed amendments to the Articles of Association; the proposed amendments to the General Meeting Rules; and the proposed amendments to the Board Meeting Rules, the annual results announcement for the year ended 31 December 2019 dated 30 March 2020 (the “**Results Announcement**”), the notice of the 2019 annual general meeting (the “**2019 AGM Notice**”) dated 3 April 2020 and the circular (the “**Circular**”) dated 3 April 2020 in relation to the proposed amendments to the Articles of Association; the proposed amendments to the General Meeting Rules; the proposed amendments to the Board Meeting Rules; and the 2019 AGM Notice. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the 2019 AGM 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 2019 ANNUAL GENERAL MEETING

The 2019 AGM of the Company was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10 a.m. on Thursday, 21 May 2020.

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 2019 AGM (the “**AGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the AGM Resolutions at the 2019 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 2019 AGM held a total of 825,518,034 Shares carrying voting rights of the Company, representing 66.906354% 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 2019 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 of the Company.

1. Number of Shareholders and proxies who attended the AGM	20
Of which: Number of A Shareholders	18
Number of H Shareholders	2
2. Total number of Shares carrying voting rights held by Shareholders who attended the AGM	825,518,034
Of which: Total number of Shares held by A Shareholders	682,678,662
Total number of Shares held by H Shareholders	142,839,372
3. Percentage of the number of Shares carrying voting rights held by Shareholders who attended the AGM representing the total number of Shares carrying voting rights of the Company (%)	66.906354%
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	55.329549%
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	11.576805%

Note: Shareholders who attended the 2019 AGM include Shareholders attending the on-site meeting and A Shareholders attending the meeting through online voting.

The 2019 AGM was chaired by Mr. He Zhiyong, Chairman of the Company. 8 out of the 8 Directors attended the 2019 AGM. 6 out of the 6 supervisors of the Company attended the 2019 AGM. General manager of the Company, the secretary of the Board and certain senior management have also attended the 2019 AGM.

The poll results in respect of the AGM Resolutions passed at the 2019 AGM were as follows:

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 2019.	825,518,034	823,535,154	99.759802	37,880	0.004588	1,945,000	0.235610
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 2019.	825,518,034	823,572,034	99.764269	1,000	0.000121	1,945,000	0.235610
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 2019 annual report of the Company.	825,518,034	823,572,034	99.764269	1,000	0.000121	1,945,000	0.235610
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 2019.	825,518,034	823,572,034	99.764269	1,000	0.000121	1,945,000	0.235610
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
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 2020 with a term following the 2019 AGM ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.	825,518,034	823,535,154	99.759802	37,880	0.004588	1,945,000	0.235610
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 2019.	825,518,034	823,535,154	99.759802	37,880	0.004588	1,945,000	0.235610
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								

Special 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 (%)
7.	To consider and approve the resolution on the proposed amendments to the Articles of Association as set out in the Circular.	825,518,034	742,941,324	89.996983	80,631,710	9.767407	1,945,000	0.235610
As more than two thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.								
8.	To consider and approve the resolution on the proposed amendments to the General Meeting Rules as set out in the Circular.	825,518,034	823,535,154	99.759802	37,880	0.004588	1,945,000	0.235610
As more than two thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.								
9.	To consider and approve the resolution on the proposed amendments to the Board Meeting Rules as set out in the Circular.	825,518,034	823,535,154	99.759802	37,880	0.004588	1,945,000	0.235610
As more than two thirds of the votes were cast in favour of the above resolution, the resolution was duly passed as a special 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 2019 AGM.

II. AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE GENERAL MEETING RULES AND THE BOARD MEETING RULES

The Board announced that relevant articles of the Articles of Association, the General Meeting Rules and the Board Meeting Rules of the Company revised according to the Company Law and relevant requirements under “Rules on Corporate Governance of Listed Companies* 《上市公司治理準則》” and “Guidelines for the Articles of Association of Listed Companies* 《上市公司章程指引》” recently amended, issued and implemented by CSRC have been approved at the 2019 AGM. Details of amendments are contained in the Circular.

For the full text of the revised Articles of Association, please refer to the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (<http://www.hkexnews.hk>), the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of the Company (<http://www.winshare.com.cn>). Shareholders of the Company should be aware that the English version of the Articles of Association is a translation from the Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

III. PAYMENT OF FINAL DIVIDEND FOR 2019

The Board announces the following information relating to payment of final dividend for 2019:

The Company will pay the final dividend (the “**Dividend**”) at RMB0.30 per Share (tax inclusive) for the year ended 31 December 2019. The Dividend will be payable to the H Shareholders whose names appear on the register of members of the Company on 3 June 2020 (the “**Dividend Entitlement Date**”). According to the Articles of Association of the Company, the Dividend payable to A Shareholders shall be declared and paid in Renminbi whilst the Dividend payable to H Shareholders shall be declared in Renminbi 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 for the week immediately prior to the AGM. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

$$\text{Dividend per H Share in Hong Kong dollar} = \frac{\text{Dividend per Share in Renminbi}}{\text{The average middle exchange rates of Renminbi against Hong Kong dollar published by the People's Bank of China for the week immediately prior to the AGM}}$$

The average middle exchange rate of Renminbi against Hong Kong dollar published by the People's Bank of China for the week immediately prior to the 2019 AGM, that was, from 11 May 2020 to 15 May 2020, was HK\$1 to RMB0.914570. Accordingly, the Dividend payable per H Share is HK\$0.328023 (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 before 9 July 2020.

In accordance with the “Corporate Income Tax Law of the People's Republic of China” and its implementation regulations effective, 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 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 “State Administration of Taxation 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 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.*
He Zhiyong
Chairman

Sichuan, the PRC, 21 May 2020

As at the date of this announcement, the Board comprises (a) Mr. He Zhiyong and Mr. Chen Yunhua as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Han Xiaoming as non-executive Directors; and (c) Mr. Chan Yuk Tong, Ms. Xiao Liping and Mr. Fang Binxi as independent non-executive Directors.

* *For identification purposes only*