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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 JANUARY 2021

References are made to the circular (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM Notice**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 4 January 2021 and 7 December 2020, respectively. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board and all Directors of the Company confirm that there are not any false representations, misleading statements or material omissions in this announcement, and they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting of the Company was held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10:00 a.m. on Thursday, 21 January 2021.

As at the date of the EGM, the total number of issued Shares was 1,233,841,000 Shares.

As stated in the Circular, in view of the interest of Sichuan Xinhua Publishing and Distribution Group in the Products Sales and Cooperation Framework Agreement and the Publications Purchase Framework Agreement, Sichuan Xinhua Publishing and Distribution Group and its associates, which are holding 623,382,470 A Shares and 42,148,000 H Shares, approximately representing 53.94% of the total issued Shares as at the Latest Practicable Date, will abstain from voting at the EGM on the resolutions in relation to the Products Sales and Cooperation Framework Agreement and the Publications Purchase Framework Agreement and the transactions contemplated thereunder. Therefore, the total number of Shares entitling the holders to attend and vote for, against or abstain the two ordinary resolutions put forward at the EGM was 168,521,430 A Shares and 399,789,100 H Shares, approximately representing 46.06% of the total issued Shares.

Save as disclosed above, no Shareholder was required to abstain from voting on any of the EGM Resolutions. There was no Share entitling the holder to attend and vote only against the EGM Resolutions.

Shareholders and proxies who attended the EGM held a total of 178,642,905 Shares carrying voting rights of the Company, representing 14.478600% of the total number of Shares carrying voting rights of the Company. The EGM Resolutions were put to vote by way of poll. Onsite voting and online voting (for A Shares only) were both adopted at the EGM. The voting was in compliance with relevant requirements of the Company Law of the PRC and the Articles of Association.

1. Number of Shareholders and proxies who attended the EGM	10
Of which: Number of A Shareholders	9
Number of H Shareholders	1
2. Total number of Shares carrying voting rights held by Shareholders who attended the EGM (shares)	178,642,905
Of which: Total number of Shares held by A Shareholders (shares)	59,072,812
Total number of Shares held by H Shareholders (shares)	119,570,093
3. Percentage of the number of Shares carrying voting rights held by Shareholders who attended the EGM relative to the total number of Shares of the Company (%)	14.478600
Of which: Percentage of the Shares held by A Shareholders relative to the total number of Shares (%)	4.787717
Percentage of the Shares held by H Shareholders relative to the total number of Shares (%)	9.690883

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

The EGM was chaired by Mr. He Zhiyong, Chairman of the Company. 5 out of the 8 Directors attended the EGM. Mr. Chen Yunhua, Mr. Luo Jun and Mr. Zhang Peng, the Directors, were unable to attend the EGM due to other business. 5 out of the 6 Supervisors of the Company attended the EGM. Mr. Tang Xiongxing, a Supervisor, was unable to attend the EGM due to other business. The secretary to the Board attended the EGM, and other certain members of the senior management of the Company attended the EGM as observers.

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

Ordinary Resolutions	Category of Shareholders	For		Against		Abstain		Attending and Voting
		Number of Shares voted (shares)	Percentage (%)	Number of Shares voted (shares)	Percentage (%)	Number of Shares voted (shares)	Percentage (%)	Number of Shares
1. To approve, confirm and ratify the Products Sales and Cooperation Framework Agreement entered into between the Company and Sichuan Winshare Online E-commerce Co., Ltd.* (四川文軒在線電子商務有限公司) on 19 November 2020 (a copy of which has been produced to the EGM and marked "A" and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); approve the annual cap for each of the three years ending 31 December 2023 (as defined in the announcement of the Company dated 19 November 2020 and the relevant circular of the Company to be despatched to the shareholders of the Company in due course, and a copy of which has been produced to the EGM and marked "B" and initialled by the chairman of the EGM for identification purpose); and authorise any directors of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Agreement.	A Shareholders	59,071,812	99.998307	1,000	0.001693	0	0.000000	59,072,812
	H Shareholders	112,773,093	94.315468	6,797,000	5.684532	0	0.000000	119,570,093
	Total	171,844,905	96.194643	6,798,000	3.805357	0	0.000000	178,642,905
As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.								

Ordinary Resolutions	Category of Shareholders	For		Against		Abstain		Attending and Voting
		Number of Shares voted (shares)	Percentage (%)	Number of Shares voted (shares)	Percentage (%)	Number of Shares voted (shares)	Percentage (%)	Number of Shares
2. To approve, confirm and ratify the Publications Purchase Framework Agreement entered into between the Company and Sichuan Winshare Online E-commerce Co., Ltd. on 19 November 2020 (a copy of which has been produced to the EGM and marked "C" and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); approve the annual cap for each of the three years ending 31 December 2023 (as defined in the announcement of the Company dated 19 November 2020 and the relevant circular of the Company to be despatched to the shareholders of the Company in due course, and a copy of which has been produced to the EGM and marked "B" and initialled by the chairman of the EGM for identification purpose); and authorise any directors of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Agreement.	A Shareholders	59,071,812	99.998307	1,000	0.001693	0	0.000000	59,072,812
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As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.								

The details of the Products Sales and Cooperation Framework Agreement and the Publications Purchase Framework Agreement and the transactions contemplated thereunder are set out in the Circular.

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 EGM.

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

Sichuan, the PRC, 21 January 2021

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*