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**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)**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”) announces that the Board received a resignation letter from Ms. Xiao Liping (“**Ms. Xiao**”) on 1 April 2021. Since Ms. Xiao has served as an independent Director of the Company for six consecutive years, she has applied to the Board for her resignation as independent non-executive Director and the respective positions as the chairman of the nomination committee (the “**Nomination Committee**”) and the member of the remuneration and review committee (the “**Remuneration and Review Committee**”) of the Board according to relevant regulations such as the Guidance on Establishment of the System of Independent Directors by Listed Companies promulgated by the China Securities Regulatory Commission and the Working Guidelines of Record Keeping and Training of Independent Directors of Listed Companies promulgated by the Shanghai Stock Exchange. The above resignation will be effective from the day of the new independent non-executive Director elected in the general meeting of the Company takes office.

After Ms. Xiao’s resignation as an independent non-executive Director, the number of independent non-executive Directors of the Company will be less than one-third of the total number of Board members. Before the taking office of the new independent non-executive Director elected in the general meeting of the Company, Ms. Xiao still needs to perform her corresponding duties and obligations as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Remuneration and Review Committee. The Company will complete the election of an independent non-executive Director as soon as possible in accordance with legal procedures as stipulated in relevant regulations such as the Company Law of the People’s Republic of China and the Articles of Association. The Company will make an announcement on the election of the new independent non-executive Director in due course.

Ms. Xiao has confirmed that, as at the date of this announcement, she has no disagreement with the Board and the management of the Company, nor is there any matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation to Ms. Xiao for her contribution to the development of the Company during her term of service.

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

Sichuan, the PRC, 1 April 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 Bingxi as independent non-executive Directors.*

\* *For identification purposes only*