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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)**

**(I) POLL RESULTS OF THE 2020 ANNUAL GENERAL MEETING  
HELD ON 21 MAY 2021;  
(II) CHANGE OF MEMBERS OF THE BOARD;  
(III) APPOINTMENT OF CHAIRMAN AND VICE-CHAIRMAN;  
AND  
(IV) PAYMENT OF FINAL DIVIDEND FOR 2020**

References are made to (i) the annual results announcement for the year ended 31 December 2020 dated 30 March 2021 (the “**Results Announcement**”); (ii) the notice of the 2020 annual general meeting (the “**2020 AGM Notice**”) dated 31 March 2021; (iii) the supplemental notice of the 2020 annual general meeting (the “**2020 Supplemental AGM Notice**”) dated 5 May 2021; (iv) the announcement (the “**Announcement**”) dated 5 May 2021 in relation to, inter alia, the resignation of executive Directors, proposed appointment of executive Directors and non-executive Director; and (v) the circular (the “**Circular**”) dated 5 May 2021 in relation to, inter alia, the proposed appointment of executive Directors and non-executive Director of Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board confirms that there are no false representations, misleading statements or material omission in this announcement, and are they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

## **I. POLL RESULTS OF THE 2020 ANNUAL GENERAL MEETING**

The 2020 AGM of the Company was held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10 a.m. on Friday, 21 May 2021.

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 2020 AGM (the “**AGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the AGM Resolutions at the 2020 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 2020 AGM held a total of 815,225,095 Shares carrying voting rights of the Company, representing 66.072135% 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 2020 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.

<b>1. Number of Shareholders (including their proxies) who attended the 2020 AGM</b>	11
Of which: Number of A Shareholders (including their proxies)	9
Number of H Shareholders (including their proxies)	2
<b>2. Total number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2020 AGM</b>	815,225,095
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies)	683,700,262
Total number of Shares carrying voting rights held by H Shareholders (including their proxies)	131,524,833
<b>3. Percentage of the number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2020 AGM relative to the total number of Shares carrying voting rights of the Company (%)</b>	66.072135
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	55.412347
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	10.659788

*Note:* Shareholders who attended the 2020 AGM include Shareholders attending the on-site meeting and A Shareholders attending the meeting through online voting.

The 2020 AGM was chaired by Mr. He Zhiyong, Chairman of the Company. 7 out of the existing 8 Directors attended the 2020 AGM as Mr. Chen Yunhua was unable to attend the 2020 AGM due to other business. 6 out of the existing 6 supervisors of the Company attended the 2020 AGM. The general manager, the secretary of the Board and certain members of senior management of the Company have also attended the 2020 AGM.

The poll results in respect of the AGM Resolutions passed at the 2020 AGM were as follows:

<b>Resolutions on the Implementation of Non-Cumulative Voting Method</b>								
<b>Ordinary resolutions</b>		<b>Voting rights of all Shareholders who attended</b>	<b>For</b>		<b>Against</b>		<b>Abstain</b>	
		<b>Number of Shares represented</b>	<b>Number of Shares voted</b>	<b>Percentage (%)</b>	<b>Number of Shares voted</b>	<b>Percentage (%)</b>	<b>Number of Shares voted</b>	<b>Percentage (%)</b>
1.	To consider and approve the report of the Board of the Company for the year ended 31 December 2020.	815,225,095	812,328,217	99.644653	1,888,200	0.231617	1,008,678	0.123730
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 2020.	815,225,095	812,328,217	99.644653	1,888,200	0.231617	1,008,678	0.123730
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 2020 annual report of the Company.	815,225,095	812,328,217	99.644653	1,888,200	0.231617	1,008,678	0.123730
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 2020.	815,225,095	815,197,395	99.996602	27,700	0.003398	0	0.000000
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 2021 with a term following the 2020 AGM ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.	815,225,095	815,197,395	99.996602	27,700	0.003398	0	0.000000
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 2020.	815,225,095	814,188,717	99.872872	27,700	0.003398	1,008,678	0.123730
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								

Resolutions on the Implementation of Cumulative Voting Method								
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 (%)
7.	To consider and approve the election of Mr. Luo Yong as an executive Director of the Company for a term commencing upon the conclusion of the 2020 AGM and expiring upon the expiration of the fourth session of the Board.	815,225,095	814,441,400	99.903868	618,000	0.096132	0	0.000000
As more than 50% of the votes represented by the Shares held by the Shareholders (including their proxies) attending the 2020 AGM (on the basis of non-cumulating voting method) were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
8.	To consider and approve the election of Mr. Liu Longzhang as an executive Director of the Company for a term commencing upon the conclusion of the 2020 AGM and expiring upon the expiration of the fourth session of the Board.	815,225,095	811,945,400	99.597695	618,000	0.402305	0	0.000000
As more than 50% of the votes represented by the Shares held by the Shareholders (including their proxies) attending the 2020 AGM (on the basis of non-cumulating voting method) were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.								
9.	To consider and approve the election of Mr. Dai Weidong as a non-executive Director of the Company for a term commencing upon the conclusion of the 2020 AGM and expiring upon the expiration of the fourth session of the Board.	815,225,095	811,924,400	99.595119	639,000	0.404881	0	0.000000
As more than 50% of the votes represented by the Shares held by the Shareholders (including their proxies) attending the 2020 AGM (on the basis of non-cumulating voting method) were cast in favour of the resolution, the resolution was duly passed as an ordinary 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 2020 AGM.

## **II. CHANGE OF MEMBERS OF THE BOARD**

At the 2020 AGM, the above ordinary resolutions numbered 7, 8 and 9 were duly passed. Accordingly, Mr. Luo Yong (“**Mr. Luo**”) and Mr. Liu Longzhang (“**Mr. Liu**”) were duly elected by the Shareholders as executive Directors of the Company and Mr. Dai Weidong (“**Mr. Dai**”) was duly elected by the Shareholders as a non-executive Director of the Company. The term of office of each of Mr. Luo, Mr. Liu and Mr. Dai will commence immediately after the conclusion of the 2020 AGM and end on the expiry of the term of the fourth session of the Board of the Company. Mr. Luo, Mr. Liu and Mr. Dai will not receive any director’s fee from the Company during the term of each of their directorship with the Company. The biographical details of Mr. Luo, Mr. Liu and Mr. Dai are set out in the Circular. As at the date of this announcement, there is no change to such biographical details.

As set out in the Announcement, (i) the resignation of Mr. He Zhiyong as an executive Director and the Chairman of the Company; and (ii) the resignation of Mr. Chen Yunhua as an executive Director and the vice Chairman of the Company took effect from the passing of the above ordinary resolutions numbered 7 and 8. Each of Mr. He Zhiyong and Mr. Chen Yunhua has confirmed that, as at the date of this announcement, they have no disagreement with the Board and there are no other matters relating to their resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

## **III. APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN**

Upon the conclusion of the 2020 AGM, the fourth session of the Board resolved to appoint Mr. Luo as the Chairman of the fourth session of the Board and Mr. Liu as the vice Chairman of the fourth session of the Board, with effect from the date on which the resolution is approved by the Board. According to article 5 of the Articles of Association, the Chairman of the Company is the legal representative of the Company. Accordingly, Mr. Luo will concurrently serve as the legal representative of the Company.

#### IV. PAYMENT OF FINAL DIVIDEND FOR 2020

The Board announces the following information relating to payment of final dividend for 2020:

The Company will pay the final dividend (the “**Dividend**”) at RMB0.31 per Share (tax inclusive) for the year ended 31 December 2020. The Dividend will be payable to the H Shareholders whose names appear on the register of members of the Company on 2 June 2021 (the “**Dividend Entitlement Date**”). According to the Articles of Association, the Dividend payable to A Shareholders shall be declared and paid in RMB whilst the Dividend payable to H Shareholders shall be declared in RMB 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 during the week immediately prior to the 2020 AGM. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar:

$$\text{Dividend per Share in HK\$} = \frac{\text{Dividend per H Share in RMB}}{\text{The average middle exchange rates of RMB against HK\$ published by the People’s Bank of China during the week immediately prior to the 2020 AGM}}$$

The average middle exchange rate of RMB against HK\$ published by the People’s Bank of China for the week immediately prior to the 2020 AGM, that was, from 10 May 2021 to 14 May 2021, was HK\$1 to RMB0.829358. Accordingly, the Dividend payable per H Share is HK\$0.373783 (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 on or before 9 July 2021.

In accordance with the “Income Tax Law of the People’s Republic of China” and its Regulation on the Implementation, where a PRC domestic enterprise distributes dividends to its non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for its non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the Dividend as enterprise 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 Notice of the State Administration of Taxation on Issues Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No.045 (No.348 [2011] of the State Administration of Taxation), 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.\***  
**Luo Yong**  
*Chairman*

Sichuan, the PRC, 21 May 2021

*As at the date of this announcement, the Board comprises (a) Mr. Luo Yong and Mr. Liu Longzhang as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng, Mr. Han Xiaoming and Mr. Dai Weidong 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*