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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)**

# ELECTION OF THE BOARD AND SUPERVISORY COMMITTEE OF THE FIFTH SESSION

## ELECTION OF THE BOARD AND SUPERVISORY COMMITTEE OF THE FIFTH SESSION

The board (the "**Board**") of directors (the "**Director(s)**") of Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司) (the "**Company**") announces that the term of office of the Company's Directors and supervisors (the "**Supervisor(s)**") of the fourth session has expired. Pursuant to the articles of association of the Company (the "**Articles of Association**") and the relevant laws of the People's Republic of China (the "**PRC**"), all the existing Directors and Supervisors shall continue to perform their duties as the Directors or Supervisors before a new session of the Board and the supervisory committee (the "**Supervisory Committee**") of the Company is elected. The Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session of the Board and the Supervisory Committee will be elected at the forthcoming extraordinary general meeting (the "**EGM**") to be held on 19 January 2022. All the existing Directors and Supervisors have confirmed that they will continue to hold their offices and perform their duties in accordance with the Articles of Association and all relevant laws and regulations until the resolutions in relation to the appointment of the Directors and the Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session are passed at the EGM.

The Board is pleased to announce that the Board of the fifth session shall comprise 9 Directors, including 3 executive Directors, 3 non-executive Directors and 3 independent non-executive Directors. The Supervisory Committee of the fifth session shall comprise 6 Supervisors, including 2 Supervisors representing the shareholders of the Company (the "**Shareholders**"), 2 independent Supervisors and 2 Supervisors representing the staff and workers of the Company.

Pursuant to the Articles of Association and the relevant laws of the PRC, the term of office of each Director and Supervisor (excluding the Supervisor representing the staff and workers of the Company) shall commence from the date of approval of his/her appointment by Shareholders at a general meeting of the Company until expiry of the relevant session of the Board and the Supervisory Committee, whereas the term of office of each Supervisor representing the staff and workers of the Company shall commence from the date of approval of his/her democratic appointment by the staff and workers of the Company and the formation of the new session of the Supervisory Committee until expiry of the relevant session of the Supervisory Committee. Upon expiry of the relevant session of the Board and the Supervisory Committee, all the retiring Directors and Supervisors, being eligible, may offer him/herself for re-election at the forthcoming general meeting of the Company.

The term of the Board and the Supervisory Committee of the fifth session will be for a period of three years which is proposed to commence on the date of approval by the Shareholders at the EGM. The Supervisors representing the staff and workers of the Company will be elected by the staff and workers of the Company democratically.

Mr. Luo Jun and Mr. Han Xiaoming, the respective retiring non-executive Directors, Ms. Xiao Liping, the retiring independent non-executive Director, and Mr. Li Xu and Ms. Liu Mixia, the respective retiring independent Supervisors, have notified the Company that, they will not seek for re-election and will retire from their offices of Director and Supervisor respectively on the date on which the Directors and Supervisors of the fifth session of the Board and the Supervisory Committee are appointed. Mr. Luo Jun shall cease to be a member of the Company's Remuneration and Review Committee and a member of the Company's Nomination Committee and Mr. Han Xiaoming shall cease to be the chairman of the Company's Strategy and Investment Planning Committee while Ms. Xiao Liping shall also cease to be a member of the Company's Remuneration and Review Committee and the chairlady of the Company's Nomination Committee upon their respective retirement. Mr. Luo Jun, Mr. Han Xiaoming, Ms. Xiao Liping, Mr. Li Xu and Ms. Liu Mixia have confirmed that they have no disagreement with the Board and the Supervisory Committee and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders. Except for the retiring Directors and Supervisors mentioned in this paragraph, the other retiring Directors and Supervisors are eligible and will seek for re-election.

As mentioned above, Mr. Luo Jun, Mr. Han Xiaoming and Ms. Xiao Liping will not seek for re-election and will retire from their offices of Director on the date on which the Directors of the fifth session of the Board are appointed. Therefore, having considered the opinions of the Nomination Committee of the Company, the Board has nominated (I) Mr. Luo Yong, Mr. Liu Longzhang, Mr. Dai Weidong, Mr. Zhang Peng, Mr. Chan Yuk Tong and Mr. Fang Bingxi, all being retiring Directors, and (II) Mr. Li Qiang, Mr. Ke Jiming and Mr. Li Xu as the candidates for election as new Directors for the next session of the Board. The next term of office shall commence from the date of approval of their appointments by the Shareholders at the EGM until the expiry date of the relevant session of the Board.

Upon the approval by Shareholders in respect of the election of the Board of the fifth session as mentioned above, the Company will enter into service contracts with them respectively. The remuneration of the respective executive Directors, non-executive Directors or independent non-executive Directors serving as the fifth session of the Board will be determined by the Board after considering their respective duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions, and approved by the Shareholders at the EGM.

The Supervisory Committee has nominated Mr. Tang Xiongxing and Mr. Chao Hsun, both being retiring Supervisors representing the Shareholders, as candidates for re-election as Supervisors representing the Shareholders for the term of office for the next session of the Supervisory Committee commencing from the date of approval of their appointments by the Shareholders at the EGM until the expiry date of the relevant session of the Supervisory Committee. As mentioned above, Mr. Li Xu and Ms. Liu Mixia will not seek re-election and will retire from their offices of independent Supervisor on the date on which the Supervisors of the fifth session of the Supervisory Committee are appointed. Therefore, the Supervisory Committee has nominated Mr. Feng Jian and Ms. Wang Li as candidates for election as new independent Supervisors for the next session of the Supervisory Committee.

Upon the approval by Shareholders in respect of the election of the Supervisory Committee of the fifth session as mentioned above, the Company will enter into service contracts with them respectively. The remuneration of the Supervisors representing the Shareholders and independent Supervisors serving as the fifth session of the Supervisory Committee will be determined by the Supervisory Committee after considering their respective duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions, and approved by the Shareholders at the EGM.

Ms. Lan Hong and Ms. Wang Yan, both being the Supervisors representing the staff and workers of the fourth session of the Supervisory Committee of the Company, will or will not be democratically re-elected as the Supervisors representing the staff and workers of the fifth session of the Supervisory Committee by the staff and workers of the Company.

The resolutions on election of the Directors, Supervisors representing the Shareholders and independent Supervisors of the fifth session are subject to the approval by the Shareholders at the EGM by way of ordinary resolutions.

The Company will issue an announcement as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as soon as practicable when the resolutions on election of the Supervisors representing the Shareholders and the independent Supervisors are approved at the EGM and the Supervisors representing the staff and workers are elected by the staff and workers of the Company democratically.

## EGM

The Company will convene the EGM for the purpose of seeking the Shareholders' approval of, among other things, the appointment of the Directors, Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session.

A circular containing, among other things, details of (i) the election of the Board of the fifth session, election of the Supervisory Committee of the fifth session and the determination of the remuneration of the Directors and Supervisors; and (ii) notice of the EGM will be despatched to the Shareholders as soon as practicable.

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

Sichuan, the PRC, 1 December 2021

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