winshare 文轩

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)

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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Reference is made to the announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 17 February 2022 in relation to the resignation of Mr. Chan Yuk Tong ("**Mr. Chan**") as an independent non-executive Director of the Company. Mr. Chan will continue to hold his respective positions and perform his duties in accordance with the prevailing articles of association of the Company and all relevant laws and regulations until the passing of the resolution in relation to the appointment of the new independent non-executive Directors at the 2021 annual general meeting of the Company to be held on 24 May 2022 (the "**2021 AGM**").

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to announce that, based on the nomination of the nomination committee of the Company and the deliberation by the Board, the Board proposed to appoint Mr. Lau Tsz Bun ("**Mr. Lau**") as an independent non-executive Director of the Company.

The biographical details of Mr. Lau are set out as follows:

Mr. Lau Tsz Bun (劉子斌), aged 52, is currently a director of PKF Consulting Inc. Limited (安鵬投資諮詢有限公司) and a partner of PKF Consulting (Shanghai) Co. Ltd. (瀚信企業管理諮詢(上海)有限公司). Mr. Lau served as an accounting staff and senior auditor of the audit department of Ernst & Young (安永會計師事務所), an audit manager in KPMG (畢馬威會計師事務所), a director of Premium Financial Consulting Co., Limited (普惠財務諮詢有限公司), a director of Finpass Consulting Company Limited, a partner of PKF Consulting Inc. (安鵬投資諮詢(上海)有限公司). From October 2017 to January 2020, he served as an independent non-executive director of Tianjin Tianbao Energy Co., Ltd.* (天津天保能源股份有限公司) (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 01671). Mr. Lau obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University (香港理工大學). He is a member of the Hong Kong Institute of Certified Public Accountants (香港會計師公會), a member of the Chartered Financial Analyst and a fellow member of the Association of Chartered Certified Accountants (特許公認會計師公會).

Save as disclosed above, Mr. Lau has confirmed that (i) he has not held any position in the Company or any other member of the Company; (ii) he has not held any directorship in other listed companies in the past three years; (iii) he has no relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) he does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and has not received any punishment or regulatory sanction imposed by the China Securities Regulatory Commission (CSRC) and other relevant authorities or stock exchanges.

Save as disclosed in this announcement, the Company considers that there is no information which shall be disclosed nor is/was Mr. Lau involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the shareholders of the Company (the "**Shareholders**").

Upon the passing of the resolution in relation to the proposed appointment of Mr. Lau as an independent non-executive Director of the Company by the Shareholders at the 2021 AGM, the appointment of Mr. Lau as an independent non-executive Director shall become immediately effective. His term of office shall commence from the date of the 2021 AGM until the expiry of the term of the fifth session of the Board. Mr. Chan will immediately and formally resign as an independent non-executive Director of the Company.

Upon the approval of his appointment, Mr. Lau will enter into a service contract with the Company. According to the remuneration standards of the fifth session of the Board of the Company, the annual emoluments of Mr. Lau as an independent non-executive Director (outside the PRC) will be RMB240,000 (before tax). In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, Mr. Lau is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company; and he will be entitled to an additional allowance of RMB50,000 per annum (before tax) for serving as chairman of each committee of the Board and/or an additional allowance of RMB30,000 per annum (before tax) for serving as a member of each committee of the Board. Mr. Lau does not have any previous service contracts entered into with the Company in relation to his appointment as an independent non-executive Director of the Company.

2021 ANNUAL GENERAL MEETING

The 2021 AGM will be convened to seek the Shareholders' approval for, among other things, the appointment of Mr. Lau as an independent non-executive Director of the Company.

A circular containing, among other things, (i) the proposed appointment of Mr. Lau as an independent non-executive Director of the Company; (ii) biographical details and other relevant information of Mr. Lau; and (iii) a notice of the 2021 AGM, 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, 29 March 2022

As at the date of this announcement, the Board comprises (a) Mr. Luo Yong, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*