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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Xinhua Winshare Publishing and Media Co., Ltd. (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the actual needs of the Company's business development, the board of directors of the Company (the "**Board**") proposes to amend the corresponding provisions of the articles of association of the Company (the "**Articles of Association**"). For details of the proposed amendments to the Articles of Association, please refer to the appendix to this announcement.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of special resolution at the extraordinary general meeting of the Company to be held on 25 August 2022 (the "**EGM**").

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its respective Chinese version. If there is any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

The Board considers that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders.

EGM

The Company will convene the EGM for the purpose of seeking the Shareholders' approval of, among other things, the amendments to the Articles of Association.

A circular containing, among other things, (i) details of the proposed amendments to the Articles of Association; 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, 6 July 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. Fang Bingxi, Mr. Li Xu and Mr. Lau Tsz Bun as independent non-executive directors.

* *For identification purposes only*

APPENDIX – COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are set out below:

No.	The original articles	Amended articles
1	Article 2 The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law, the Special Regulations and other relevant requirements under the laws, administrative rules and regulations. The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 5100001822585. Then the registration number was changed to 510000000035653, because of the upgrade for the Enterprise registration number. As a result of the "Combination of Three Licenses" into One", the registration number was changed to the unified social credit code, 915100007758164357. Promoters of the Company are 四川新華發行集團有限公司(Sichuan Xinhua Publishing Group Co., Ltd.)，成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.)，四川出版集團有限責任公司(Sichuan Publication Group Co., Ltd.)，四川日報報業集團(Sichuan Daily Newspaper Group)，四川少年兒童出版社有限公司(Sichuan Youth and Children's Publishing House Co., Ltd.), and 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.)."	Article 2 The Company is a joint-stock limited company incorporated pursuant to the Company Law, the Securities Law, the Special Regulations and other relevant requirements under the laws, administrative rules and regulations. The Company was established by way of promotion upon the approval by the People's Government of Sichuan Province with approval document Chuanfuhan [2005] No. 69, and was registered at Sichuan Provincial Administration of Industry and Commerce on 11 June 2005 and obtained the Enterprise Legal Person Business License with the registration number of 5100001822585. Then the registration number was changed to 510000000035653, because of the upgrade for the Enterprise registration number. As a result of the "Combination of Three Licenses into One", the registration number was changed to the unified social credit code, 915100007758164357. Promoters of the Company are 四川新華**出版**發行集團有限公司(Sichuan Xinhua Publishing **and Distribution** Group Co., Ltd.)，成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.)，四川**文化產業投資**集團有限責任公司(Sichuan **Cultural Industry Investment** Group Co., Ltd.)，四川日報報業集團(Sichuan Daily Newspaper Group)，四川少年兒童出版社有限公司(Sichuan Youth and Children's Publishing House Co., Ltd.), and 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.).
2	Article 4 The Company's registered address: Unit 1, 1/F, Block 4, No. 239, Jinshi Road, Jinjiang District, Chengdu, Sichuan Province Telephone: (8628) 83157033 Facsimile: (8628) 83157000 Postcode: 610000	Article 4 The Company's registered address: **Unit 1, Block 1, No. 238, Sanse Road, Jinjiang District, Chengdu, Sichuan Province** Telephone: (8628) **86361111** Facsimile: (8628) **86361000** Postcode: 610000

No.	The original articles	Amended articles
3	Article 12 The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food, dairy products (not including infant formula, limits branch office management); printing of publications, printed matters of package and decoration and other printed matters; (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management; leasing of properties; business services; wholesale and retail of goods; import and export business; vocational skills training and education ancillary services; catering business; ticketing agency (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences). The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered.	Article 12 The business scope of the Company includes: sales of books, newspapers, journals, electronic publications; wholesale of audio-visual products (chainstore); manufacture of electronic publications and audio-visual products; production of audio tapes, video tapes; logistics; and wholesale and retail of pre-packaged food, dairy products (not including infant formula, limits branch office management); printing of publications, printed matters of package and decoration and other printed matters; (the valid period of the above business scope is subject to the approval of licences). Plate-leased printing and supply of textbooks; investments in publications and assets management **(no illegal fund-raising, absorption of public funds and other financial activities)**; leasing of properties; business services; wholesale and retail of goods; import and export business; education ancillary services; catering business; ticketing agency (the items above (not including the aforesaid permitted items) are subject to the approval of licences and shall be operated according to the licences) **(items subject to prior approvals according to laws and regulations can only be operated upon obtaining approvals from the relevant authorities)**. The business scope of the Company shall be in accordance with the items approved by the registration authorities with which the Company is registered.

No.	The original articles	Amended articles
4	Article 17 With the approval of the reviewing and approving department authorized by the State Council, the Company could, upon its establishment, issue a total of 733,370,000 ordinary shares, and 733,370,000 shares were issued to the promoters when the Company was established, representing 100% of the total issued ordinary shares of the Company. Among these shares，四川新華發行集團有限公司(Sichuan Xinhua Publishing Group Co., Ltd.) held 630,031,500 shares, representing 85.909% of the total issued ordinary shares of the Company; 成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.) held 53,336,000 shares, representing 7.273% of the total issued ordinary shares of the Company; 四川出版集團有限責任公司(Sichuan Publication Group Co., Ltd.) held 25,667,950 shares, representing 3.500% of the total issued ordinary shares of the Company; 四川日報報業集團(Sichuan Daily Newspaper Group) held 10,000,500 shares, representing 1.364% of the total issued ordinary shares of the Company; 四川少年兒童出版社有限公司(Sichuan Youth and Children's Publishing House Co., Ltd.) held 7,333,700 shares, representing 1.000% of the total issued ordinary shares of the Company and 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.) held 7,000,350 shares, representing 0.954% of the total issued ordinary shares of the Company.	Article 17 With the approval of the reviewing and approving department authorized by the State Council, the Company could, upon its establishment, issue a total of 733,370,000 ordinary shares, and 733,370,000 shares were issued to the promoters when the Company was established, representing 100% of the total issued ordinary shares of the Company. Among these shares，四川新華**<u>出版</u>**發行集團有限公司(Sichuan Xinhua Publishing **<u>and Distribution</u>** Group Co., Ltd.) held 630,031,500 shares, representing 85.909% of the total issued ordinary shares of the Company; 成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.) held 53,336,000 shares, representing 7.273% of the total issued ordinary shares of the Company; 四川**<u>文化產業投資</u>**集團有限責任公司(Sichuan **<u>Cultural Industry Investment</u>** Group Co., Ltd.) held 25,667,950 shares, representing 3.500% of the total issued ordinary shares of the Company; 四川日報報業集團(Sichuan Daily Newspaper Group) held 10,000,500 shares, representing 1.364% of the total issued ordinary shares of the Company; 四川少年兒童出版社有限公司(Sichuan Youth and Children's Publishing House Co., Ltd.) held 7,333,700 shares, representing 1.000% of the total issued ordinary shares of the Company and 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.) held 7,000,350 shares, representing 0.954% of the total issued ordinary shares of the Company.

No.	The original articles	Amended articles
5	Article 18 Upon approvals from the China Securities Regulatory Commission, the Company made an initial public offering of 401,761,000 H shares listed on Hong Kong Stock Exchange. Following completion of the initial public offering of H shares, the capital structure of the Company comprises 1,135,131,000 ordinary shares, of which 592,809,525 shares will be held by 四川新華發行集團有限公司(Sichuan Xinhua Publishing Group Co., Ltd.), representing 52.224% of the total ordinary shares of the Company in issue; 53,336,000 shares will be held by 成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.), representing 4.699% of the total ordinary shares of the Company in issue; 24,151,499 shares will be held by 四川出版集團有限責任公司(Sichuan Publication Group Co., Ltd.), representing 2.128% of the total ordinary shares of the Company in issue; 9,409,675 shares will be held by 四川日報報業集團(Sichuan Daily Newspaper Group), representing 0.829% of the total ordinary shares of the Company in issue; 6,900,428 shares will be held by 四川少年兒童出版社有限公司(Sichuan Youth and Children's Publishing House Co., Ltd.), representing 0.608% of the total ordinary shares of the Company in issue; 6,586,773 shares will be held by 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.), representing 0.580% of the total ordinary shares of the Company in issue.	Article 18 Upon approvals from the China Securities Regulatory Commission, the Company made an initial public offering of 401,761,000 H shares listed on Hong Kong Stock Exchange. Following completion of the initial public offering of H shares, the capital structure of the Company comprises 1,135,131,000 ordinary shares, of which 592,809,525 shares will be held by 四川新華**出版**發行集團有限公司(Sichuan Xinhua Publishing **and Distribution** Group Co., Ltd.), representing 52.224% of the total ordinary shares of the Company in issue; 53,336,000 shares will be held by 成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.), representing 4.699% of the total ordinary shares of the Company in issue; 24,151,499 shares will be held by 四川**文化產業投資**集團有限責任公司(Sichuan **Cultural Industry Investment** Group Co., Ltd.), representing 2.128% of the total ordinary shares of the Company in issue; 9,409,675 shares will be held by 四川日報報業集團(Sichuan Daily Newspaper Group), representing 0.829% of the total ordinary shares of the Company in issue; 6,900,428 shares will be held by 四川少年兒童出版社有限公司(Sichuan Youth and Children's Publishing House Co., Ltd.), representing 0.608% of the total ordinary shares of the Company in issue; 6,586,773 shares will be held by 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.), representing 0.580% of the total ordinary shares of the Company in issue.

No.	The original articles	Amended articles
	Upon approval from China Securities Regulatory Commission, the Company made an initial public offering of 98,710,000 A shares listed on the Shanghai Stock Exchange. Following completion of the initial public offering of A shares, the capital structure of the Company will comprise 1,233,841,000 ordinary shares, of which 592,809,525 shares will be held by 四川新華發行集團有限公司(Sichuan Xinhua Publishing Group Co., Ltd.), representing 48.046% of the total ordinary shares of the Company in issue; 53,336,000 shares will be held by 成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.), representing 4.323% of the total ordinary shares of the Company in issue; 30,572,893 shares will be held by 四川出版集團有限責任公司(Sichuan Publication Group Co., Ltd.),representing 2.478% of the total ordinary shares of the Company in issue; 9,264,513 shares will be held by 四川日報報業集團(Sichuan Daily Newspaper Group), representing 0.751% of the total ordinary shares of the Company in issue; 6,485,160 shares will be held by 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.), representing 0.525% of the total ordinary shares of the Company in issue; 99,435,809 shares will be held by other domestic investors, representing 8.059% of the total ordinary shares of the Company in issue; 441,937,100 shares will be held by holders of H shares, representing 35.818% of the total ordinary shares of the Company in issue. Upon the approvals from the security supervision authorities of the State Council, the holders of domestic shares of the Company may transfer its shares to overseas investors for listing and dealing on the overseas stock exchanges. The listing of transferred shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. Voting by separate class shareholder meetings is not required for the listing and dealing of the transferred shares on overseas stock exchanges.	Upon approval from China Securities Regulatory Commission, the Company made an initial public offering of 98,710,000 A shares listed on the Shanghai Stock Exchange. Following completion of the initial public offering of A shares, the capital structure of the Company will comprise 1,233,841,000 ordinary shares, of which 592,809,525 shares will be held by 四川新華**出版**發行集團有限公司(Sichuan Xinhua Publishing **and Distribution** Group Co., Ltd.), representing 48.046% of the total ordinary shares of the Company in issue; 53,336,000 shares will be held by 成都市華盛(集團)實業有限公司(Chengdu Hua Sheng (Group) Industry Co., Ltd.), representing 4.323% of the total ordinary shares of the Company in issue; 30,572,893 shares will be held by 四川**文化產業投資**集團有限責任公司(Sichuan **Cultural Industry Investment** Group Co., Ltd.),representing 2.478% of the total ordinary shares of the Company in issue; 9,264,513 shares will be held by 四川日報報業集團(Sichuan Daily Newspaper Group), representing 0.751% of the total ordinary shares of the Company in issue; 6,485,160 shares will be held by 遼寧出版集團有限公司(Liaoning Publication Group Co., Ltd.), representing 0.525% of the total ordinary shares of the Company in issue; 99,435,809 shares will be held by other domestic investors, representing 8.059% of the total ordinary shares of the Company in issue; 441,937,100 shares will be held by holders of H shares, representing 35.818% of the total ordinary shares of the Company in issue. Upon the approvals from the security supervision authorities of the State Council, the holders of domestic shares of the Company may transfer its shares to overseas investors for listing and dealing on the overseas stock exchanges. The listing of transferred shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. Voting by separate class shareholder meetings is not required for the listing and dealing of the transferred shares on overseas stock exchanges.