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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)

VOLUNTARY ANNOUNCEMENT
TRANSACTION IN RELATION TO THE BUSINESS COOPERATION WITH BANK OF CHENGDU

This announcement is made by the Board on a voluntary basis.

The Board is pleased to announce that the board meeting was held by the Company on 24 April 2023, at which the Resolution on the Connected Transactions in relation to the Business Cooperation between the Company and Bank of Chengdu (which constitutes a connected transaction only under the A Share Listing Rules) was approved, and the Company entered into the Special Business Cooperation Framework Agreement with Bank of Chengdu.

SPECIAL BUSINESS COOPERATION FRAMEWORK AGREEMENT

The salient terms of the Special Business Cooperation Framework Agreement are set out below:

1. **Date**

   24 April 2023

2. **Parties**

   (1) the Company

   (2) Bank of Chengdu

3. **Business scope**

   Subject to the relevant laws, regulations and financial regulatory requirements as well as capital market regulatory approvals, the Company may choose Bank of Chengdu to provide various wealth management and fund management services such as institutional wealth management, large-denomination certificates of deposit, structured deposits and cash management system.

4. **Trading limit and source of funding**

The trading limit is to the extent of an amount not exceeding 20% of the latest audited net assets (consolidated financial statements) of the Company (including the maximum balance of bank deposits of the Group).

The purchase of wealth management products by the Company from Bank of Chengdu shall be subject to the authorization of the balance limit and time limit for the purchase of wealth management products by the Company with its internal idle funds, which shall be included in the authorized balance limit and time limit for the purchase of wealth management products by the Company with its internal idle funds.

5. **Transaction method**

Under the Special Business Cooperation Framework Agreement, the Company or its subsidiaries shall enter into specific service agreements separately with the designated management branches of Bank of Chengdu in respect of specific business cooperation matters relating to the provision of deposit, wealth management and fund management services by Bank of Chengdu to the Company.

6. **Term**

The term shall be three years from the date of signing of the Special Business Cooperation Framework Agreement, i.e. 24 April 2023 to 23 April 2026. The parties shall enter into a separate agreement if they wish to continue their cooperation after the expiration.

7. **Basis of determination of the consideration**

To the extent permitted by laws and regulations, financial regulatory requirements and policies, Bank of Chengdu provides the Group with high-quality and efficient wealth management and fund management services. The interest rates, returns and fee rates of relevant products are determined by the parties after arm’s length negotiation on normal commercial terms and conditions and in accordance with the principles of fairness and reasonableness. Bank of Chengdu undertakes that the interest rates and returns of relevant products provided shall not be lower than the market average, and the fee rates shall not be higher than the market average.

RISK WARNING AND CONTROL MEASURES

When the Company purchases wealth management products from Bank of Chengdu with its internal idle funds, the purchase of wealth management products with its internal idle funds shall be subject to the authorization of the Company, and the balance limit and time limit of which shall be included in the authorized balance limit and time limit for the purchase of wealth management products by the Company with idle funds, and shall comply with the relevant regulatory requirements for timely disclosure of entrusted wealth management.

As the financial market is greatly affected by the macro-economy, if the Company purchases wealth management products from Bank of Chengdu under the Special Business Cooperation Framework Agreement, it may be associated with risk factors such as market risk, policy risk, liquidity risk and force majeure risk that affect the expected returns. In response to the possible investment risks, the Company has formulated the following measures:

1. If the Board approves the purchase of wealth management products with internal idle funds, the Board authorizes the management to exercise relevant decision-making rights and sign relevant contract documents within the scope of the authorized balance limit and time limit. The financial management center of the Company strictly monitors the wealth management products purchased to maximize returns. If risk factors that may affect the Company's capital security are identified in the assessment, corresponding measures will be taken in a timely manner to control investment risks;

2. During the authorization period, the independent non-executive directors and the supervisory committee of the Company may supervise and inspect the purchase of wealth management products at any time, and effectively implement the relevant internal management system to strictly control risks; and

3. The Company has established a set of sound approval and execution procedures for the use of funds to ensure the effective use and standardized operation of funds.

The Board will ensure that, before the Special Business Cooperation Framework Agreement is approved by the Shareholders and finally becomes effective, the balance limit of wealth management and fund management services provided by Bank of Chengdu to the Group (including the maximum balance of bank deposits of the Group) will not exceed the authorized cap approved by the Board, and its transactions shall comply with the relevant transaction principles determined by the Special Business Cooperation Framework Agreement.

INFORMATION ON THE PARTIES

The Company is principally engaged in the publishing and distribution of publications and related products in the PRC.

The principal businesses of Bank of Chengdu include deposits-taking; grant of short-term, medium-term and long-term loans; domestic settlement; bill acceptance and discounting; issuance of financial bonds; agency issuance, cashing and underwriting of government bonds; trading of government bonds and financial bonds; inter-bank borrowing and lending; bank card business; provision of letter of credit services and guarantees; agency collection and payment and agency insurance business; provision of safe deposit box services; foreign exchange deposits; foreign exchange loans; international settlement; foreign currency remittance; foreign currency exchange; inter-bank foreign exchange borrowing and lending; settlement and sale of foreign exchange; credit investigation, consultation and attestation business; sales of securities investment funds; and other businesses approved by the banking regulatory authorities under the State Council and other competent authorities.

Mr. Ma Xiaofeng, a senior management officer (deputy general manager) of the Company, serves as a director of Bank of Chengdu. The Business Cooperation shall constitute a connected transaction under the A Share Listing Rules.

REASONS FOR ENTERING INTO THE SPECIAL BUSINESS COOPERATION FRAMEWORK AGREEMENT

The Business Cooperation is based on the Company's daily business needs. The conditions and pricing of the transaction are fair and reasonable and in the interests of the Company and the Shareholders as a whole. It will not affect the independence of the Company, nor will it have a material impact on the normal operation of the Company.

All independent non-executive directors of the Company unanimously agreed that the Business Cooperation is entered into during the course of ordinary financial business conducted by the enterprise and the banking financial institution, and the interest rate and service fee rate are determined based on normal commercial principles. The pricing of the Business Cooperation is fair, and there is no prejudice to the interests of the Company and its Shareholders, especially the minority Shareholders. The Business Cooperation is based on the actual needs of the Company's normal operation and management, and is in compliance with the requirements of the relevant laws and regulations of the PRC, which is conducive to the Company's continuous and stable daily operation and management, and is in the interests of the Company and all Shareholders.

The Company did not have significant liabilities and purchase large-amount wealth management products at the same time.

LISTING RULES IMPLICATIONS

The Business Cooperation and the entering into of the Special Business Cooperation Framework Agreement by the Company do not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules and do not constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

This announcement is made by the Company on a voluntary basis.

2022 ANNUAL GENERAL MEETING

In accordance with the requirements of the A Share Listing Rules, an ordinary resolution will be proposed at the 2022 AGM to seek the Shareholders' approval for, among other things, the Special Business Cooperation Framework Agreement. The Special Business Cooperation Framework Agreement is subject to the approval by the Shareholders at the 2022 AGM to be convened by the Company.

A supplemental notice of the 2022 AGM will be despatched to the Shareholders as soon as practicable.

Shareholders and investors should note that the Special Business Cooperation Framework Agreement is subject to consideration and approval at the 2022 AGM and the transactions contemplated thereunder may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, the following terms shall have the meanings set out below, unless the context otherwise requires:

"2022 AGM"	the 2022 annual general meeting of the Company to be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10:00 a.m. on Thursday, 18 May 2023
"A Share Listing Rules"	the Rules Governing the Listing of Stocks on the SSE
"Bank of Chengdu"	Bank of Chengdu Co., Ltd., a joint-stock company incorporated in the PRC with limited liability and its shares are listed on the SSE (Stock code: 601838)
"Board"	the board of directors of the Company
"Business Cooperation"	the cooperation between the Company and Bank of Chengdu on related financial businesses such as wealth management and fund management in accordance with the terms and conditions of the Special Business Cooperation Framework Agreement
"Company"	Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the A Shares and H Shares of which are listed on the SSE and the Stock Exchange, respectively
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region)
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	the shareholder(s) of the Company
"SSE"	Shanghai Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Special Business Cooperation Framework Agreement"	the special business cooperation framework agreement dated 24 April 2023 in relation to the cooperation on related financial businesses such as wealth management and fund management entered into between the Company and Bank of Chengdu
"%"	percent

By Order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
Luo Yong
Chairman

Sichuan, the PRC, 24 April 2023

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. Lau Tsz Bun, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*