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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)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Set out below is the Announcement of Xinhua Winshare Publishing and Media Co., Ltd.\* on the Progress in relation to Approval by the Competent Authority of the Gratuitous Transfer of State-owned Equity Interest by the Controlling Shareholder published by Xinhua Winshare Publishing and Media Co., Ltd.\* on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) for reference only. The following is a translation of the official announcement solely for the purpose of providing information.

By Order of the Board

**XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.\***

*Chairman*

**Zhou Qing**

Sichuan, the PRC, 28 November 2024

*As at the date of this announcement, the Board comprises (a) Mr. Zhou Qing, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Ms. Tan Ao as non-executive Directors; and (c) Mr. Lau Tsz Bun, Mr. Deng Fumin and Mr. Han Wenlong as independent non-executive Directors.*

\* *For identification purposes only*

**Announcement of Xinhua Winshare Publishing and Media Co., Ltd. \* on the Progress  
in relation to Approval by the Competent Authority of the Gratuitous Transfer of  
State-owned Equity Interest by the Controlling Shareholder**

The Board of Directors and all directors of the Company warrant that there are no false representations, misleading statements or material omissions in this announcement, and that they shall assume legal responsibility for the truthfulness, accuracy and completeness of the contents herein contained.

**IMPORTANT INFORMATION:**

- As the gratuitous transfer of state-owned equity interest represents a transfer of state-owned assets under the same de facto controller at nil consideration, it will not lead to any change to the controlling shareholder (i.e., the largest shareholder) of Xinhua Winshare Publishing and Media Co., Ltd.\* (hereinafter referred to as the “Company” or “Xinhua Winshare”) and there will be no change to the Company’s de facto controller and governance structure, thus no tender offer will be triggered.
- The change in shareholding is subject to the compliance confirmation of the Shanghai Stock Exchange, and the share transfer procedures shall be completed at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. The Company will pay close attention to the progress of the relevant matter and fulfill its information disclosure obligations in a timely manner in accordance with the provisions and requirements of relevant laws and regulations. Investors are advised to pay attention to investment risks.

## **I. SUMMARY OF THE GRATUITOUS TRANSFER OF STATE-OWNED EQUITY INTEREST**

On 14 June 2024, the Company received from its controlling shareholder Sichuan Xinhua Publishing and Distribution Group Co., Ltd. (hereinafter referred to as “Sichuan Xinhua Publishing and Distribution Group”) the Letter on the Gratuitous Transfer of Equity Interest of Xinhua Winshare by Sichuan Xinhua Publishing and Distribution Group, proposing to transfer the 131,348,818 state-owned shares of Xinhua Winshare held by Sichuan Xinhua Publishing and Distribution Group (representing approximately 10.6455% of the total share capital of Xinhua Winshare) to Sichuan Cultural Investment Group Co., Ltd. (hereinafter referred to as “Sichuan Cultural Investment Group”) in the form of gratuitous transfer. On 28 June 2024, Sichuan Xinhua Publishing and Distribution Group and Sichuan Cultural Investment Group completed the internal decision-making procedure on the said gratuitous transfer and entered into the Agreement on Gratuitous Transfer of State-owned Shares. The relevant information disclosure obligors have fulfilled the information disclosure obligations in accordance with the regulations. For details, please refer to the Indicative Announcement of Xinhua Winshare Regarding the Gratuitous Transfer of State-owned Equity Interest by the Controlling Shareholder (Announcement No.: 2024-021), the Announcement of Xinhua Winshare on the Progress of Gratuitous Transfer of State-owned Equity Interest by the Controlling Shareholder (Announcement No.: 2024-023), the Condensed Report on the Change in Shareholding for Sichuan Xinhua Publishing and Distribution Group and the Condensed Report on the Change in Shareholding for Sichuan Cultural Investment Group published by the Company on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

## **II. APPROVAL OF THE COMPETENT AUTHORITY FOR THE GRATUITOUS TRANSFER OF STATE-OWNED EQUITY INTEREST**

On 28 November 2024, the Company was notified by Sichuan Xinhua Publishing and Distribution Group and Sichuan Cultural Investment Group that, pursuant to the Reply of the Approval for Matters

Concerning the Gratuitous Transfer of Partial Equity Interests in Xinhua Winshare, the competent authority agreed in principle on the transfer of 131,348,818 shares of Xinhua Winshare held by Sichuan Xinhua Publishing and Distribution Group (representing 10.6455% of the total share capital of Xinhua Winshare) to Sichuan Cultural Investment Group in the form of gratuitous transfer.

### **III. RISK WARNINGS**

The change in shareholding is subject to the compliance confirmation of the Shanghai Stock Exchange, and the share transfer procedures shall be completed at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. The Company will perform its information disclosure obligations in a timely manner according to the progress of relevant matters and in accordance with the provisions and requirements of relevant laws and regulations. Investors are advised to make decisions cautiously and pay attention to investment risks.

This announcement is hereby made.

By order of the Board of Xinhua Winshare Publishing and Media Co., Ltd. \*

28 November 2024