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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)

**(I) POLL RESULTS OF THE 2024 ANNUAL
GENERAL MEETING HELD ON 20 MAY 2025; AND
(II) PAYMENT OF FINAL DIVIDEND FOR 2024**

References are made to (i) the annual results announcement for the year ended 31 December 2024 dated 27 March 2025; and (ii) the announcement dated 3 April 2025 in relation to the notice of 2024 annual general meeting and further information relating to the payment date of the dividend for 2024 (the “**Announcements**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board confirms that there are no false representations, misleading statements or material omission in this announcement, and they will individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

I. POLL RESULTS OF THE 2024 AGM

The 2024 AGM of the Company was held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Tuesday, 20 May 2025.

Shareholders holding a total of 1,233,841,000 Shares, representing 100% of the total issued share capital of the Company, were entitled to attend and vote on the resolutions proposed at the 2024 AGM (the “**AGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the AGM Resolutions at the 2024 AGM. No Shareholder was required to abstain from voting on any of the AGM Resolutions. There was no Share entitling the holder to attend and vote only against the AGM Resolutions.

Shareholders and proxies who attended the 2024 AGM held a total of 783,248,396 Shares carrying voting rights of the Company, representing 63.480497% of the total number of Shares carrying voting rights of the Company. All the AGM Resolutions were put to vote by way of poll. On-site voting and online voting (for A Shares only) were both adopted at the 2024 AGM. The voting was in compliance with relevant requirements of the Company Law of the People's Republic of China and the Articles of Association.

1. Number of Shareholders (including their proxies) who attended the 2024 AGM	124
Of which: Number of A Shareholders (including their proxies)	122
Number of H Shareholders (including their proxies)	2
2. Total number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2024 AGM (shares)	783,248,396
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies) (shares)	693,877,288
Total number of Shares carrying voting rights held by H Shareholders (including their proxies) (shares)	89,371,108
3. Percentage of the number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the 2024 AGM relative to the total number of Shares carrying voting rights of the Company (%)	63.480497
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	56.237172
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	7.243325

Note: Shareholders who attended the 2024 AGM include Shareholders attending the on-site meeting and A Shareholders attending the meeting through online voting.

The 2024 AGM was chaired by Mr. Zhou Qing, Chairman of the Company. 6 out of the existing 9 Directors of the Company attended the 2024 AGM, while Directors Mr. Li Qiang, Mr. Ke Jiming and Ms. Tan Ao were unable to attend the 2024 AGM due to other business commitments. 4 out of the existing 6 Supervisors of the Company attended the 2024 AGM, while Supervisors Mr. Xue Feng and Mr. Feng Jian were unable to attend the 2024 AGM due to other business commitments. The secretary of the Board and certain members of senior management of the Company have also attended the 2024 AGM.

The poll results in respect of the AGM Resolutions passed at the 2024 AGM were as follows:

Ordinary resolutions		Category of Shareholders	Voting rights of all Shareholders who attended	For		Against		Abstain	
			Number of Shares represented	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)
1.	To consider and approve the work report of the Board of the Company for the year ended 31 December 2024.	A Shareholders	693,877,288	693,869,088	99.998818	6,400	0.000923	1,800	0.000259
		H Shareholders	89,371,108	88,293,689	98.794444	1,419	0.001587	1,076,000	1.203969
		Total	783,248,396	782,162,777	99.861395	7,819	0.000999	1,077,800	0.137606
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
2.	To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2024.	A Shareholders	693,877,288	693,868,888	99.998789	6,400	0.000923	2,000	0.000288
		H Shareholders	89,371,108	88,293,689	98.794444	1,419	0.001587	1,076,000	1.203969
		Total	783,248,396	782,162,577	99.861370	7,819	0.000999	1,078,000	0.137631
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
3.	To consider and approve the 2024 annual report of the Company.	A Shareholders	693,877,288	693,865,988	99.998371	3,300	0.000476	8,000	0.001153
		H Shareholders	89,371,108	88,293,689	98.794444	1,419	0.001587	1,076,000	1.203969
		Total	783,248,396	782,159,677	99.861000	4,719	0.000602	1,084,000	0.138398
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
4.	To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2024.	A Shareholders	693,877,288	693,848,788	99.995893	24,800	0.003574	3,700	0.000533
		H Shareholders	89,371,108	88,631,689	99.172642	1,419	0.001587	738,000	0.825771
		Total	783,248,396	782,480,477	99.901957	26,219	0.003348	741,700	0.094695
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									

Ordinary resolutions		Category of Shareholders	Voting rights of all Shareholders who attended	For		Against		Abstain	
			Number of Shares represented	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)	Number of Shares voted	Percentage (%)
5.	To consider and approve the re-appointment of KPMG Huazhen LLP as the auditor and internal control auditor of the Company for the year 2025 with a term ending at the conclusion of the next annual general meeting of the Company following the 2024 AGM, and to authorize the Board to fix the remunerations of the auditor and internal control auditor.	A Shareholders	693,877,288	693,873,188	99.999409	3,300	0.000476	800	0.000115
		H Shareholders	89,371,108	86,207,919	96.460613	2,087,189	2.335418	1,076,000	1.203969
		Total	783,248,396	780,081,107	99.595621	2,090,489	0.266900	1,076,800	0.137479
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
6.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2024.	A Shareholders	693,877,288	693,869,488	99.998876	7,000	0.001009	800	0.000115
		H Shareholders	89,371,108	88,293,689	98.794444	1,419	0.001587	1,076,000	1.203969
		Total	783,248,396	782,163,177	99.861446	8,419	0.001075	1,076,800	0.137479
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									

Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, in conjunction with Beijing Guantao (Chengdu) Law Firm, the Company's PRC legal adviser, acted as scrutineers for the vote-taking at the 2024 AGM.

II. PAYMENT OF 2024 FINAL DIVIDEND

The Board announces the following information relating to distribution of 2024 Final Dividend:

The Company will pay the final dividend (the “**Dividend**”) of RMB0.41 per Share (tax inclusive) for the year ended 31 December 2024. The Dividend will be payable to H Shareholders whose names appear on the register of members of the Company on 29 May 2025. According to the Articles of Association, the Dividend payable to A Shareholders shall be declared and paid in Renminbi, while the Dividend payable to H Shareholders shall be declared in Renminbi and paid in Hong Kong dollar. The average exchange rates published by The People’s Bank of China for the week immediately prior to the 2024 AGM shall be adopted. The following conversion formula shall apply to calculation of the Dividend payable per H Share in Hong Kong dollar and rounding the result to the nearest HK\$0.000001:

$$\text{Dividend per H Share in Hong Kong dollar} = \frac{\text{Dividend per Share in Renminbi}}{\text{The average middle exchange rates of Renminbi against Hong Kong dollar published by The People’s Bank of China for the week immediately prior to the 2024 AGM}}$$

The average middle exchange rates of Renminbi against Hong Kong dollar published by The People’s Bank of China for the week immediately prior to the 2024 AGM (i.e. from 12 May 2025 to 16 May 2025), was HK\$1 to RMB0.923308. Accordingly, the Dividend payable per H Share is HK\$0.444056 (tax inclusive).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Dividend declared by the Company on behalf of the H Shareholders. The Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to H Shareholders who are entitled to receive the Dividend at their own risks on or before 18 July 2025.

Pursuant to the Corporate Income Tax Law of the People’s Republic of China and its implementation regulations, the enterprises in the PRC paying dividends to non-resident corporate Shareholders shall withhold corporate income taxes for the non-resident corporate Shareholders at a tax rate of 10%. Therefore, as an enterprise located in the PRC, the Company will distribute the Dividend to the non-resident corporate Shareholders (being anyone who holds the Shares of the Company in the name of a non-individual Shareholder, including but not limited to the H Shareholders registered in the name of HKSCC Nominees Limited, or any other agents or trustees or other organizations and groups) after withholding the 10% corporate income tax.

Pursuant to the letter titled Taxation Arrangement for Hong Kong Residents in respect of Dividend Pay-out by Mainland Enterprises (《有關香港居民就內地企業派發股息的稅務安排》) from the Stock Exchange to the issuer dated 4 July 2011 as well as the Notice of the State Taxation Administration on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045 號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), foreign resident individual shareholders who hold shares issued by non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatments in accordance with the taxation agreements between their own countries and the PRC or the taxation arrangements between Chinese mainland and Hong Kong (Macau). In this regard, the Company will withhold individual income tax on the Dividend at a tax rate of 10%. However, should it be otherwise stipulated in the tax regulations and the relevant taxation agreements, the Company will follow the stipulated tax rates and procedures when withholding individual income tax on the Dividend.

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

Sichuan, the PRC, 20 May 2025

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*