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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND OTHER SYSTEMS AND PROPOSED ABOLISHMENT OF THE ESTABLISHMENT OF THE SUPERVISORY COMMITTEE

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 AND OTHER SYSTEMS AND PROPOSED ABOLISHMENT OF THE ESTABLISHMENT OF THE SUPERVISORY COMMITTEE

The board of directors (the "**Directors**") of the Company (the "**Board**") hereby announced that, in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), which came into effect from 1 July 2024, and the Transitional Arrangements for the Implementation of Supporting Rules under the Revised Company Law (《關於新公司法配套制度規則實施相關過渡期安排》) promulgated by the China Securities Regulatory Commission (the "**CSRC**") on 27 December 2024 and other provisions, listed companies are required to include provisions in their articles of association for establishing an audit committee under the board of directors to perform the original duties of the supervisory committee and to abolish the establishment of the supervisory committee. On 28 March 2025, the CSRC promulgated the revised Guidelines for the Articles of Association of Listed Companies and the Rules for General Meetings of Listed Companies, which came into effect from the date of promulgation.

In order to implement the aforementioned provisions, the Company proposes to abolish the establishment of the supervisory committee of the Company (the "**Supervisory Committee**") (including the abolishment of the current supervisory committee meeting rules of the Company), have the audit committee under the Board (the "**Audit Committee**") to exercise the duties and powers of the Supervisory Committee under the Company Law. The Board proposes to amend the corresponding provisions of the articles of association of the Company (the "**Articles of Association**").

The proposed amendments to the Articles of Association are subject to the procedures of state-owned assets supervision and administration and the approval by the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the extraordinary general meeting of the Company to be held on 23 December 2025 (the "**EGM**").

The Board also announced that it proposes to make certain corresponding amendments to the Company's existing General Meeting Rules of Xinhua Winshare Publishing and Media Co., Ltd. (the "**General Meeting Rules**"), Board Meeting Rules of Xinhua Winshare Publishing and Media Co., Ltd. (the "**Board Meeting Rules**"), Working System of the Independent Directors of Xinhua Winshare Publishing and Media Co., Ltd. (the "**Independent Directors Working System**"), and Connected Transaction System of Xinhua Winshare Publishing and Media Co., Ltd. (the "**Connected Transaction System**"). The proposed amendments to the General Meeting Rules and the Board Meeting Rules are subject to the approval by the Shareholders by way of special resolutions at the EGM, while the proposed amendments to the Independent Directors Working System and the Connected Transaction System are subject to the approval by the Shareholders by way of ordinary resolutions at the EGM. The proposed amendments to the aforementioned systems will not result in any changes to the existing rights of any class of Shareholders of the Company.

The Board considers the proposed amendments to the Articles of Association and other systems 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 and other systems. A circular containing, among other things, (i) details of the proposed amendments to the Articles of Association and other systems (including comparison tables of the proposed amendments) and the proposed abolishment of the establishment of the Supervisory Committee (including the abolishment of the current supervisory committee meeting rules of the Company); 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.***
*Chairman*
**Zhou Qing**

Sichuan, the PRC, 30 October 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. 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*