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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 EXTRAORDINARY GENERAL
MEETING HELD ON 23 DECEMBER 2025; AND
(II) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
OTHER SYSTEMS AND ABOLISHMENT OF THE ESTABLISHMENT
OF THE SUPERVISORY COMMITTEE**

References are made to (i) the announcement dated 30 October 2025 in relation to, among other things, the proposed amendments to the Articles of Association and other systems and the proposed abolishment of the establishment of the Supervisory Committee; and (ii) the circular dated 7 November 2025 (the “**Circular**”) in relation to, among other things, the proposed amendments to the Articles of Association and other systems and the proposed abolishment of the establishment of the Supervisory Committee and the notice of extraordinary general meeting of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board confirms that there are no false representations, misleading statements or material omissions 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 EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting (the “**EGM**”) of the Company was held at Xinhua Star Tower A, No. 238 Sanse Road, Jinjiang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Tuesday, 23 December 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 EGM (the “**EGM Resolutions**”). There were no restrictions on any Shareholder casting votes on the EGM Resolutions at the EGM. No Shareholder was required to abstain from voting on any of the EGM Resolutions. There was no Share entitling the holder to attend and vote only against the EGM Resolutions.

Shareholders and proxies who attended the EGM held a total of 774,482,705 Shares carrying voting rights of the Company, representing 62.770058% of the total number of Shares carrying voting rights of the Company. All the EGM Resolutions were put to vote by way of poll. On-site voting and online voting (for A Shares only) were both adopted at the EGM. The voting was in compliance with the 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 EGM	125
Of which: Number of A Shareholders (including their proxies)	124
Number of H Shareholders (including their proxies)	1
2. Total number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the EGM (shares)	774,482,705
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies) (shares)	689,668,097
Total number of Shares carrying voting rights held by H Shareholders (including their proxies) (shares)	84,814,608
3. Percentage of the number of Shares carrying voting rights held by Shareholders (including their proxies) who attended the EGM relative to the total number of Shares carrying voting rights of the Company (%)	62.770058
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	55.896027
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	6.874031

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

The EGM was chaired by Mr. Ke Jiming, non-executive Director of the Company. 7 out of the existing 8 Directors of the Company attended the EGM, while Mr. Zhou Qing, Chairman of the Company was unable to attend the EGM due to other business commitments. 5 out of the existing 6 Supervisors of the Company attended the EGM. Mr. Xue Feng, a Supervisor, was unable to attend the EGM due to other business commitments. The general manager of senior management of the Company and the secretary of the Board have also attended the EGM.

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

Special 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 proposed amendments to the Articles of Association and the proposed abolishment of the establishment of the Supervisory Committee as set out in the circular of the Company dated 7 November 2025.	A Shareholders	689,668,097	682,535,770	98.965832	6,793,627	0.985057	338,700	0.049111
		H Shareholders	84,814,608	11,622,476	13.703389	73,192,132	86.296611	0	0.000000
		Total	774,482,705	694,158,246	89.628631	79,985,759	10.327637	338,700	0.043732
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.									
2.	To consider and approve the proposed amendments to the General Meeting Rules of the Company as set out in the circular of the Company dated 7 November 2025.	A Shareholders	689,668,097	689,331,497	99.951194	312,900	0.045370	23,700	0.003436
		H Shareholders	84,814,608	70,978,931	83.687153	13,834,677	16.311668	1,000	0.001179
		Total	774,482,705	760,310,428	98.170098	14,147,577	1.826713	24,700	0.003189
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.									
3.	To consider and approve the proposed amendments to the Board Meeting Rules of the Company as set out in the circular of the Company dated 7 November 2025.	A Shareholders	689,668,097	682,629,770	98.979462	6,726,227	0.975284	312,100	0.045254
		H Shareholders	84,814,608	25,713,153	30.316892	59,100,455	69.681929	1,000	0.001179
		Total	774,482,705	708,342,923	91.460134	65,826,682	8.499439	313,100	0.040427
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special 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 (%)
4.	To consider and approve the proposed amendments to the Independent Directors Working System of the Company as set out in the circular of the Company dated 7 November 2025.	A Shareholders	689,668,097	689,406,397	99.962054	239,500	0.034727	22,200	0.003219
		H Shareholders	84,814,608	84,813,608	99.998821	0	0.000000	1,000	0.001179
		Total	774,482,705	774,220,005	99.966081	239,500	0.030923	23,200	0.002996
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.									
5.	To consider and approve the proposed amendments to the Connected Transaction System of the Company as set out in the circular of the Company dated 7 November 2025.	A Shareholders	689,668,097	689,405,097	99.961866	240,800	0.034915	22,200	0.003219
		H Shareholders	84,814,608	84,813,608	99.998821	0	0.000000	1,000	0.001179
		Total	774,482,705	774,218,705	99.965913	240,800	0.031091	23,200	0.002996
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 EGM.

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

As set out in the Circular, in order to implement the relevant provisions of the CSRC, the Board proposed to abolish the establishment of the Supervisory Committee (including the abolishment of the current supervisory committee meeting rules of the Company), and have the Audit Committee under the Board to exercise the duties and powers of the Supervisory Committee under the Company Law. The Board proposed to amend the corresponding provisions of the Articles of Association of the Company. The Board also announced that it proposed to make certain corresponding amendments to the Company's existing General Meeting Rules, Board Meeting Rules, Independent Directors Working System, and Connected Transaction System. 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.

(I) Amended Articles of Association and Other Systems

The special resolutions numbered 1 to 3 regarding the proposed amendments to the Articles of Association, the General Meeting Rules and the Board Meeting Rules have been approved at the EGM. The full text of the amended Articles of Association and certain systems is available on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<https://www.winshare.com.cn>). Shareholders are reminded that the English versions of the Articles of Association and other systems (if applicable) are unofficial translations of their respective Chinese versions. In the event of any inconsistency, the Chinese versions shall prevail.

(II) Abolishment of the Establishment of the Supervisory Committee

The Board further announces that, following approval by the Shareholders at the EGM, the Company will abolish the establishment of the Supervisory Committee (including the abolishment of the current supervisory committee meeting rules of the Company) with effect from 23 December 2025.

Each of the Supervisors has confirmed that he or she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its heartfelt gratitude to all the Supervisors for their important contributions to the development of the Company during their tenures.

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

Sichuan, the PRC, 23 December 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*