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.

Reference is made to the announcement of the Company dated 24 April 2023 in relation to the entering into of the Previous Framework Agreement with the Bank of Chengdu. As the Previous Framework Agreement will expire on 23 April 2026, the Company convened a Board meeting on 26 March 2026, at which the Resolution on the Related Party Transaction in relation to the Business Cooperation between the Company and the Bank of Chengdu (which constitutes a related party transaction only under the SSE Listing Rules) was considered and approved, pursuant to which the Board agreed to renew the Previous Framework Agreement.

FRAMEWORK AGREEMENT

The principal terms of the Framework Agreement are set out below:

1. Date

26 March 2026

2. Parties

(1) the Company

(2) Bank of Chengdu

3. **Business scope**

Subject to the relevant laws and regulations as well as financial regulatory approvals, the Company may select the 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 net assets in the latest audited consolidated financial statements of the Company (including the maximum balance of bank deposits of the Group).

The purchase of wealth management products by the Group with its internal idle funds from the 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 Group with its internal idle funds, which shall be within 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 Framework Agreement, the Company and its subsidiaries shall enter into specific service agreements separately with the designated management branches of the Bank of Chengdu in respect of specific Business Cooperation relating to the provision of deposit, wealth management and fund management services by the Bank of Chengdu to the Group.

6. **Term**

The Framework Agreement shall become effective upon consideration and approval by the Shareholders at the general meeting of the Company. The term of the Framework Agreement shall be from 24 April 2026 to 23 April 2029. 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 the laws and regulations, financial regulatory requirements and policies, the 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. The 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

As the financial market is greatly affected by the macro-economy, if the Company purchases wealth management products from the Bank of Chengdu under the 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 will authorize 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 will strictly monitor 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 members of the audit 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 to ensure the effective use and standardized operation of funds.

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 the Bank of Chengdu include banking; foreign exchange; settlement and sale of foreign exchange; sales of public securities investment funds; custody of securities investment funds. (For projects subject to approval according to laws, business activities may not be carried out until they are approved by relevant authorities. The specific projects shall be subject to the approval or license documents from relevant authorities) (Except for those subject to special management measures on access as stipulated by the state).

Mr. Ma Xiaofeng, a senior management officer (deputy general manager) of the Company, serves as a director of the Bank of Chengdu. The Business Cooperation therefore constitutes a related party transaction under the SSE Listing Rules.

The Company holds 1.887% equity interest in the Bank of Chengdu. Save for the aforementioned related party relationship, there is no other relationship between the Bank of Chengdu and the Company in terms of business operations, assets, claims and liabilities and personnel.

HISTORICAL TRANSACTIONS

As at 28 February 2026, the Group held a total balance of RMB1.458 billion in term and fixed deposits with the Bank of Chengdu. The Group's peak single-day deposit balance with the Bank of Chengdu during the past twelve months did not exceed 20% of the net assets shown in the Company's most recent audited consolidated financial statements. The Company has not purchased any wealth management products offered by the Bank of Chengdu within the preceding twelve months.

REASONS FOR ENTERING INTO THE FRAMEWORK AGREEMENT

The Business Cooperation is based on the Group's daily business needs. The terms 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 Group. The Group does not engage in the purchase of substantial wealth management products while bearing significant liabilities at the same time.

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 between an enterprise and a 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 does not prejudice the interests of the Company and its Shareholders, especially the minority Shareholders. The Business Cooperation is based on the actual needs of the Group'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 Group's continuous and stable daily operation and management, and is in the interests of the Company and all Shareholders.

LISTING RULES IMPLICATIONS

The Business Cooperation and the entering into of the 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.

EXTRAORDINARY GENERAL MEETING

In accordance with the requirements of the SSE Listing Rules, the Company will convene an extraordinary general meeting to seek the Shareholders' approval for the Framework Agreement. The Framework Agreement is subject to the approval by the Shareholders at the extraordinary general meeting to be convened by the Company.

A notice of the extraordinary general meeting will be despatched to the Shareholders as soon as practicable.

Shareholders and investors should note that the Business Cooperation is subject to consideration and approval at the extraordinary general meeting and the transaction 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:

"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 Group and the Bank of Chengdu on related financial businesses such as wealth management and fund management in accordance with the terms and conditions of the 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
"Framework Agreement"	the framework agreement dated 26 March 2026 in relation to the cooperation on related financial businesses such as wealth management and fund management entered into between the Company and the Bank of Chengdu
"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)
"Previous Framework Agreement"	the 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 the Bank of Chengdu
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	the shareholder(s) of the Company

"SSE"	Shanghai Stock Exchange
"SSE Listing Rules"	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	percent

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

Sichuan, the PRC, 26 March 2026

As at the date of this announcement, the Board comprises (a) Mr. Zhou Qing, Mr. Liu Longzhang and Mr. Li Kun 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*