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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)

**VOLUNTARY ANNOUNCEMENT
IMPLEMENTATION RESULTS OF THE INCREASE OF
SHAREHOLDING IN THE COMPANY BY A CONTROLLING
SHAREHOLDER**

Reference is made to the announcement of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) dated 11 May 2021 in relation to the increase in the shareholding of the Company by a controlling shareholder.

On 9 May 2022, the Company received the Letter of Notice on the Completion of this Round of Increase in Shareholding of H Shares in Xinhua Winshare from Sichuan Xinhua Publishing and Distribution Group Co., Ltd.* (四川新華出版發行集團有限公司) (“**Xinhua Publishing and Distribution Group**”), a controlling shareholder of the Company, informing that this round of increase in shareholding of the Company by Xinhua Publishing and Distribution Group has been completed (the “**Shareholding Increase Plan**”). Details of the relevant information are as follows:

I. DETAILS OF THE SHAREHOLDING INCREASE PLAN

On 10 May 2021, Xinhua Publishing and Distribution Group, a controlling shareholder of the Company, issued a letter of notice regarding its increase in the shareholding of the Company, announcing that based on its confidence in the future development prospects and in recognition of the value of the Company, and in order to facilitate the sustainable, steady and healthy development of the Company and safeguard the interests of the investors as a whole, Xinhua Publishing and Distribution Group (including its subsidiaries), as a controlling shareholder of the Company, proposes to increase its shareholding of non-restricted H shares of the Company when appropriate to the extent permissible under the stock exchange trading system with its self-raised funds in the following twelve months from 10 May 2021, and the aggregate of the shares so increased shall be no less than 0.10% and no more than 6.00% of the total number of shares of the Company in issue.

II. IMPLEMENTATION RESULTS OF THE SHAREHOLDING INCREASE PLAN

Prior to the implementation of the Shareholding Increase Plan (before this round of increase in shareholding as at 10 May 2021), Xinhua Publishing and Distribution Group held 630,509,525 shares of the Company in aggregate, including 592,809,525 A shares and 37,700,000 H shares, representing 51.10% of the total number of shares of the Company in issue.

As at 9 May 2022, Xinhua Publishing and Distribution Group had increased its shareholdings to 53,080,000 H shares of the Company in aggregate, representing 4.30% of the total share capital of the Company. The Shareholding Increase Plan was completed.

After completion of the increase in shareholding, Xinhua Publishing and Distribution Group held 683,589,525 shares of the Company in aggregate, representing 55.40% of the total share capital of the Company, comprising 592,809,525 A shares and 90,780,000 H shares.

III. PERFORMANCE OF UNDERTAKINGS

Xinhua Publishing and Distribution Group did not reduce its shareholding in the Company during the implementation period of the Shareholding Increase Plan according to the undertaking, and undertakes not to reduce any of its shareholding in the Company during the statutory period.

IV. THE LEGALITY OF THE INCREASE IN SHAREHOLDING

The increase in shareholding will not result in the Company's shareholding distribution not meeting the conditions for listing, nor will it result in changes in the status of the Company's controlling shareholders and actual controllers. Such increase complied with the relevant requirements of the Securities Law of the People's Republic of China, the Measures for the Administration of the Takeover of Listed Companies and other laws, regulations and departmental rules as well as the listing rules of the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

V. SPECIAL VERIFICATION OPINIONS ISSUED BY THE LAWYERS ON THE INCREASE OF SHAREHOLDING

Xinhua Publishing and Distribution Group engaged Beijing Guantao (Chengdu) Law Firm to conduct a special verification on its shareholding increase during the implementation of the Shareholding Increase Plan. Opinions from such verification show that:

Xinhua Publishing and Distribution Group and its subsidiaries are qualified to implement the said increase in shareholding; the increase in shareholding complies with the provisions of laws, regulations and regulatory documents such as the Measures for the Administration of the Takeover of Listed Companies; the increase in shareholding has fulfilled the corresponding information disclosure obligations in accordance with relevant laws and regulations; the increase in shareholding meets the conditions for exemption from the increase in shareholding by way of offer.

For the full text of the legal opinions of the lawyers on the special verification, please refer to Legal Opinions on the Special Verification of Beijing Guantao (Chengdu) Law Firm on the Increase in Shareholding of Xinhua Winshare Publishing and Media Co., Ltd.* (新華文軒出版傳媒股份有限公司) by Sichuan Xinhua Publishing and Distribution Group Co., Ltd.* (四川新華出版發行集團有限公司) and its wholly-owned subsidiary published on the website of the Shanghai Stock Exchange on the same day. The Chinese version of the legal opinion will be published on the website of the Stock Exchange in the form of an overseas regulatory announcement on the same day.

The board (the “**Board**”) of directors (the “**Directors**”) and all Directors of the Company confirm that there are no false representations, misleading statements or material omission in this announcement, and they shall individually and collectively accept responsibility for the truthfulness, accuracy and completeness of the contents herein.

By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
Luo Yong
Chairman

Sichuan, the PRC, 10 May 2022

As at the date of this announcement, the Board comprises (a) Mr. Luo Yong, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*