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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 16 OCTOBER 2024; AND
(II) PAYMENT OF THE INTERIM DIVIDEND FOR 2024**

References are made to (i) the announcement on the changes in the content of a project to be invested using the A share issue proceeds dated 27 August 2024; (ii) the 2024 interim results announcement dated 27 August 2024; and (iii) the circular dated 30 August 2024 in relation to, among others, proposed changes in the content of a project to be invested using the A share issue proceeds and proposed distribution of the interim dividend for 2024 (the “**Circular**”) and the notice of the extraordinary general meeting 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 Circular.

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 EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting (the “**EGM**”) 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 Wednesday, 16 October 2024.

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 801,590,235 Shares carrying voting rights of the Company, representing 64.967061% 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 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	118
Of which: Number of A Shareholders (including their proxies)	117
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)	801,590,235
Of which: Total number of Shares carrying voting rights held by A Shareholders (including their proxies) (shares)	699,826,521
Total number of Shares carrying voting rights held by H Shareholders (including their proxies) (shares)	101,763,714
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 (%)	64.967061
Of which: Percentage of the Shares held by A Shareholders (including their proxies) relative to the total number of Shares (%)	56.719344
Percentage of the Shares held by H Shareholders (including their proxies) relative to the total number of Shares (%)	8.247717

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. Zhou Qing, Chairman of the Company. 8 out of the existing 9 Directors of the Company attended the EGM, while Director Mr. Dai Weidong was unable to attend the EGM due to other business commitments. 6 out of the existing 6 Supervisors of the Company attended the EGM. The general manager, the secretary of the Board and certain members of senior management of the Company have also attended the EGM.

The poll results in respect of the EGM Resolutions passed at the EGM 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 Resolution on Changes in the Content of a Project to be Invested Using the Proceeds of the Company.	A Shareholders	699,826,521	699,804,521	99.996856	14,000
		H Shareholders	101,763,714	101,763,714	100.000000	0	0.000000	0	0.000000
		Total	801,590,235	801,568,235	99.997255	14,000	0.001747	8,000	0.000998

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 (%)	
2.	To consider and approve the Resolution in relation to the Proposal of the Profit Distribution of the Company for the Half Year of 2024.	A Shareholders	699,826,521	699,810,821	99.997757	8,900	0.001271	6,800	0.000972	
		H Shareholders	101,763,714	101,763,714	100.000000	0	0.000000	0	0.000000	
		Total	801,590,235	801,574,535	99.998041	8,900	0.001111	6,800	0.000848	

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. PAYMENT OF 2024 INTERIM DIVIDEND

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

The Company will pay the interim dividend of RMB0.19 per Share (tax inclusive) for the six months ended 30 June 2024, totaling approximately RMB234,429,790.00 (tax inclusive) (the "2024 Interim Dividend"). The 2024 Interim Dividend will be payable to H Shareholders whose names appear on the register of members of the Company on 29 October 2024. According to the Articles of Association, the dividends payable to A Shareholders shall be declared and paid in Renminbi, while the dividends 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 EGM shall be adopted. The following conversion formula shall apply to the calculation of the 2024 Interim Dividend payable per H Share in Hong Kong dollar (rounded to the nearest HK\$0.000001):

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

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 EGM (i.e. from 7 October 2024 to 11 October 2024) was HK\$1 to RMB0.909655. Accordingly, the 2024 Interim Dividend payable per H Share is HK\$0.208870 (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 dividends declared by the Company on behalf of the H Shareholders. The dividends 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 dividends at their own risks on or before 16 December 2024.

Pursuant to the Enterprise Income Tax Law of the People’s Republic of China and its implementation regulations, the enterprises in the PRC paying dividends to non-resident enterprise Shareholders shall withhold enterprise income taxes for the non-resident enterprise Shareholders at a tax rate of 10%. Therefore, as an enterprise located in the PRC, the Company will pay the dividends to the non-resident enterprise 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% enterprise 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 State Taxation Administration Notice 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)), overseas 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 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 dividends.

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

Sichuan, the PRC, 16 October 2024

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*