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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
THE FREE TRANSFER OF STATE-OWNED EQUITY INTEREST BY THE
CONTROLLING SHAREHOLDER

This announcement is made by the Board on a voluntary basis.

THE FREE TRANSFER OF STATE-OWNED EQUITY INTEREST BY THE
CONTROLLING SHAREHOLDER

On 14 June 2024, the Board received the Letter on the Free Transfer of Equity Interest of Xinhua Winshare by Sichuan Xinhua Publishing and Distribution Group Co., Ltd.* (四川新華出版發行集團有限公司) from Sichuan Xinhua Publishing and Distribution Group, the controlling shareholder of the Company. Sichuan Xinhua Publishing and Distribution Group received a notice from the Publicity Department of the Sichuan Provincial Party Committee on 13 June 2024, that in order to implement the decisions and deployments of the central government, provincial party committee and provincial government on deepening the reform and accelerating the development of state-owned cultural enterprises, and to accelerate the layout optimization and structural adjustment of provincial state-owned cultural capital, the 131,348,818 A Shares (representing approximately 10.6455% of the total issued share capital of the Company as at the date of this announcement) of the Company held by Sichuan Xinhua Publishing and Distribution Group are proposed to be transferred to Sichuan Cultural Investment Group at nil consideration. As of the date of this announcement, Sichuan Xinhua Publishing and Distribution Group and Sichuan Cultural Investment Group has not entered into a formal agreement on the Free Transfer. The Free Transfer is subject to the execution of the Free Transfer Agreement by Sichuan Xinhua Publishing and Distribution Group and Sichuan Cultural Investment Group and the approval of relevant competent authority.

The Free Transfer is a free transfer of state-owned assets under the same de facto controller. Upon completion of the Free Transfer, Sichuan Xinhua Publishing and Distribution Group will continue to be the controlling shareholder (i.e., the largest shareholder) of the Company, holding approximately 39.8450% of the total issued share capital of the Company. There will be no change in the Company's de facto controller and governance structure.

The Board does not expect the Free Transfer to have any significant impact on the business operations and financial position of the Group.

INFORMATION OF THE TRANSFEREE OF FREE TRANSFER

Sichuan Cultural Investment Group is a limited liability company incorporated in the PRC and is principally engaged in investment and asset management, warehousing services, real estate development, property management and leasing business in the PRC. As at the date of this announcement, Sichuan Cultural Investment Group is a wholly-owned subsidiary of Sichuan Development (the ultimate de facto controller of Sichuan Development is the State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government), and Sichuan Xinhua Publishing and Distribution Group, the controlling shareholder of the Company, is a wholly-owned subsidiary of Sichuan Development. Therefore, Sichuan Cultural Investment Group is a connected person of the Company pursuant to Chapter 14A of the Listing Rules.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, Sichuan Xinhua Publishing and Distribution Group held 532,192,283 A Shares of the Company and 90,780,000 H Shares of the Company (aggregately representing approximately 50.4905% of the total issued share capital of the Company), and Sichuan Cultural Investment Group held 91,190,187 A Shares of the Company and 6,396,000 H Shares of the Company (aggregately representing approximately 7.9091% of the total issued share capital of the Company). Immediately after completion of the Free Transfer, (i) Sichuan Xinhua Publishing and Distribution Group will hold 400,843,465 A Shares of the Company and 90,780,000 H Shares of the Company (aggregately representing approximately 39.8450% of the total issued share capital of the Company) and will continue to be the controlling shareholder (i.e., the largest shareholder) of the Company; and (ii) Sichuan Cultural Investment Group will hold 222,539,005 A Shares of the Company and 6,396,000 H Shares of the Company (aggregately representing approximately 18.5547% of the total issued share capital of the Company).

For illustrative purposes only, the following table sets forth a summary of the shareholding structure of the Company (i) as at the date of this announcement, and (ii) immediately after the completion of the Free Transfer (assuming there is no change in the issued share capital of the Company):

Class of shares/Name of shareholder	As at the date of this announcement		Immediately after the completion of the Free Transfer	
	Number of shares	Approximate percentage of the total issued share capital of the Company	Number of shares	Approximate percentage of the total issued share capital of the Company
A Shares	791,903,900	64.1820%	791,903,900	64.1820%
Including				
(i) Sichuan Xinhua Publishing and Distribution Group	532,192,283	43.1330%	400,843,465	32.4875%
(ii) Sichuan Cultural Investment Group	91,190,187	7.3908%	222,539,005	18.0363%
(iii) Other shareholders of the Company	168,521,430	13.6583%	168,521,430	13.6583%

Class of shares/Name of shareholder	As at the date of this announcement		Immediately after the completion of the Free Transfer	
	Number of shares	Approximate percentage of the total issued share capital of the Company	Number of shares	Approximate percentage of the total issued share capital of the Company
H Shares	441,937,100	35.8180%	441,937,100	35.8180%
Including				
(i) Sichuan Xinhua Publishing and Distribution Group (<i>Note 1</i>)	90,780,000	7.3575%	90,780,000	7.3575%
(ii) Sichuan Cultural Investment Group (<i>Note 2</i>)	6,396,000	0.5184%	6,396,000	0.5184%
(iii) Other shareholders of the Company	344,761,100	27.9421%	344,761,100	27.9421%
Total issued shares	<u>1,233,841,000</u>	<u>100%</u>	<u>1,233,841,000</u>	<u>100%</u>

Notes:

1. A total of 90,780,000 H Shares of the Company are held by Sichuan Xinhua Publishing and Distribution Group, directly and through its subsidiary.
2. 6,396,000 H Shares of the Company are held by Sichuan Cultural Investment Group through its subsidiary.
3. The approximate percentage of the total issued share capital of the Company is calculated based on the 1,233,841,000 shares issued by the Company as at the date of this announcement, and any discrepancies are due to rounding.

The Free Transfer is subject to the execution of the Free Transfer Agreement and the approval of relevant competent authority. Shareholders and investors are reminded to exercise caution in 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:

“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company with a nominal value of RMB1.00 each, all of which are issued in China, subscribed in Renminbi and listed on the SSE
“Board”	the board of directors of the Company
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Free Transfer Agreement”	the Free Transfer Agreement on Free Transfer to be entered into between Sichuan Xinhua Publishing and Distribution Group and Sichuan Cultural Investment Group
“Free Transfer”	Sichuan Xinhua Publishing and Distribution Group transferred the 131,348,818 A Shares (representing approximately 10.6455% of the total issued share capital of the Company as at the date of this announcement) of the Company held by it to Sichuan Cultural Investment Group at nil consideration
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of the Company with a nominal value of RMB1.00 each, all of which are issued in Hong Kong, subscribed in Hong Kong dollars and listed on the Stock Exchange
“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” or “China”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
“Shareholder(s)”	shareholder(s) of the Company
“Sichuan Cultural Investment Group”	Sichuan Cultural Investment Group Co., Ltd.* (四川文化產業投資集團有限責任公司), a company incorporated in the PRC with limited liability
“Sichuan Development”	Sichuan Development (Holding) Co., Ltd.* (四川發展(控股)有限責任公司), a company incorporated in the PRC with limited liability, which indirectly controls the Company through Sichuan Xinhua Publishing and Distribution Group

“Sichuan Xinhua Publishing and Distribution Group”	Sichuan Xinhua Publishing and Distribution Group Co., Ltd.* (四川新華出版發行集團有限責任公司), a company incorporated in the PRC with limited liability, which is the controlling shareholder of the Company
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Sichuan, the PRC, 14 June 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*