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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Set out below is the Announcement of Xinhua Winshare Publishing and Media Co., Ltd.* on the Progress of Gratuitous Transfer of State-owned Equity Interest by the Controlling Shareholder published by Xinhua Winshare Publishing and Media Co., Ltd.* on the website of the Shanghai Stock Exchange (www.sse.com.cn) for reference only. The following is a translation of the official announcement solely for the purpose of providing information.

By Order of the Board

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

Chairman

Zhou Qing

Sichuan, the PRC, 28 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*

Announcement of Xinhua Winshare Publishing and Media Co., Ltd. *
on the Progress of Gratuitous Transfer of State-owned Equity Interest
by the Controlling Shareholder

The Board of Directors and all directors of the Company warrant that there are no false representations, misleading statements or material omissions in this announcement, and that they shall assume legal responsibility for the truthfulness, accuracy and completeness of the contents herein contained.

IMPORTANT INFORMATION:

- As the gratuitous transfer of state-owned equity interest represents a transfer of state-owned assets under the same de facto controller at nil consideration, it will not lead to any change to the controlling shareholder (i.e., the largest shareholder) of Xinhua Winshare Publishing and Media Co., Ltd.* (hereinafter referred to as the “Company” or “Xinhua Winshare”) and there will be no change to the Company’s de facto controller and governance structure, thus no tender offer will be triggered.
- The change in shareholding is subject to the approval of the competent authorities of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. (hereinafter referred to as “Sichuan Xinhua Publishing and Distribution Group”), Sichuan Cultural Investment Group Co., Ltd. (hereinafter referred to as “Sichuan Cultural Investment Group”) and the compliance confirmation of the Shanghai Stock Exchange, and the share transfer procedures shall be completed at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. The Company will pay close attention to the progress of the relevant matter and fulfill its information disclosure obligations in a timely manner in accordance with the provisions and requirements of relevant laws and regulations. Investors are advised to make decisions cautiously and pay attention to investment risks.

I. SUMMARY OF THE GRATUITOUS TRANSFER OF STATE-OWNED EQUITY INTEREST

On 14 June 2024, the Company received from its controlling shareholder Sichuan Xinhua Publishing and Distribution Group the Letter on the Gratuitous Transfer of Equity Interest of Xinhua Winshare by Sichuan Xinhua Publishing and Distribution Group, proposing to transfer the 131,348,818 state-owned shares of Xinhua Winshare held by Sichuan Xinhua Publishing and Distribution Group (representing approximately 10.6455% of the total share capital of Xinhua Winshare) to Sichuan Cultural Investment Group in the form of gratuitous transfer. Upon completion of the gratuitous transfer of state-owned equity interest, the number of shares of the Company held by Sichuan Xinhua Publishing and Distribution Group shall become 491,623,465 shares, and its shareholding ratio shall become 39.8450%, while the number of shares of the Company held by Sichuan Cultural Investment Group shall become 228,935,005 shares, and its shareholding ratio shall become 18.5547%. The gratuitous transfer of state-owned equity interest represents a transfer of state-owned assets under the same de facto controller at nil consideration, it will not lead to any change to the controlling shareholder (i.e., the largest shareholder) of the Company and there will be no change to the Company's de facto controller and governance structure, thus no tender offer will be triggered. For details, please refer to the Indicative Announcement of Xinhua Winshare Regarding the Gratuitous Transfer of State-owned Equity Interest by the Controlling Shareholder (Announcement No.: 2024-021) published by the Company on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 15 June 2024.

II. PROGRESS OF THE GRATUITOUS TRANSFER OF STATE-OWNED EQUITY INTEREST

(I) Main Contents of the Agreement on Gratuitous Transfer of State-owned Shares

Recently, Sichuan Xinhua Publishing and Distribution Group and Sichuan Cultural Investment Group fulfilled the internal decision-making procedure and entered into the Agreement on Gratuitous Transfer of State-owned Shares on 28 June 2024, the main contents of which are as follows:

Party A (Transferor): Sichuan Xinhua Publishing and Distribution Group

Party B (Transferee): Sichuan Cultural Investment Group

1. Subject Shares to be Transferred and the Transfer Benchmark Date

The subject shares of the transfer are 131,348,818 circulating shares of Xinhua Winshare listed on the Shanghai Stock Exchange and held by Sichuan Xinhua Publishing and Distribution Group. The benchmark date for the gratuitous transfer of the subject shares is 31 December 2023.

2. Gratuitous Transfer Plan

(1) Party A shall transfer 131,348,818 outstanding A shares of Xinhua Winshare to Party B at nil consideration.

(2) The gratuitous transfer of the subject shares will not involve the disposal of credits and debts.

(3) The transfer of the subject shares will not involve personnel placement.

(4) All taxes and fees incurred as a result of the gratuitous transfer shall be paid by both parties in accordance with the relevant laws, regulations and policies of the PRC.

3. Representations and Warranties

(1) Party A undertakes that the registered capital corresponding to the subject shares has been fully paid up, and there is no fake, false capital contribution or withdrawal of registered capital; the ownership of the assets of the subject shares is clear and complies with the relevant requirements on state-owned assets management; the subject shares held by Party A are not subject to any pledge, and have not been subject to judicial freeze or seizure;

Party A has provided Party B with Xinhua Winshare's audit report as at the transfer benchmark date; except for the information disclosed to Party B, the subject shares are not involved in any pending claims, litigations, arbitrations, investigations by government agencies or other administrative proceedings; except for the information disclosed to Party B, Party A does not have any other creditors; Party A agrees to cooperate with Party B to handle the necessary procedures for the gratuitous transfer of state-owned shares.

(2) Party B undertakes that Party B is an enterprise established and validly existing under PRC laws and meets the conditions for the gratuitous transfer of the subject shares; Party B agrees to cooperate with Party A to handle the necessary procedures for the gratuitous transfer of state-owned shares; Party B guarantees that it is not bound by other agreements or contract contents when signing this agreement; Party B shall not actively reduce shareholding of the subject shares transferred by the gratuitous transfer within 36 months from the date of completion of the transfer.

4. Conditions for the Agreement to Become Effective

(1) Party A and Party B have fulfilled and completed internal decision-making procedures.

(2) Necessary approvals have been obtained for the gratuitous transfer of state-owned shares.

(II) Condensed Report on the Change in Shareholding

The relevant information disclosure obligator of the gratuitous transfer of state-owned equity interest has fulfilled the information disclosure obligations in accordance with the regulations. For details, please refer to the Condensed Report on the Change in Shareholding for Sichuan Xinhua Publishing and Distribution Group and the Condensed Report on the Change in Shareholding for Sichuan Cultural Investment Group disclosed by the Company on the same day.

III. RISK WARNINGS

The change in shareholding is subject to the approval of the competent authorities of Sichuan Xinhua Publishing and Distribution Group, Sichuan Cultural Investment Group and the compliance confirmation of the Shanghai Stock Exchange, and the share transfer procedures shall be completed at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. The Company will perform its information disclosure obligations in a timely manner according to the progress of relevant matters and in accordance with the provisions and requirements of relevant laws and regulations. Investors are advised to make decisions cautiously and pay attention to investment risks.

This announcement is hereby made.

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

28 June 2024