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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”), you should at once hand this circular with the accompanying supplementary form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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WIN SHARE

**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)**

## PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND SUPPLEMENTARY NOTICE OF EXTRAORDINARY GENERAL MEETING

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A letter from the Board is set out on pages 3 to 6 of this circular.

The extraordinary general meeting (the “**EGM**”) of the Company is to be held at 9:30 a.m. on Thursday, 26 October 2017 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People’s Republic of China (the “**PRC**”), and the notice of EGM (the “**Notice**”) has been despatched to the shareholders. The supplementary notice of EGM dated 12 October 2017 is set out on pages 7 to 8 of this circular. The supplementary notice of EGM should be read in conjunction with the Notice.

The supplementary form of proxy for use at the EGM enclosed in this circular should be read in conjunction with the form of proxy dated 4 September 2017. Whether or not you are able to attend the meeting in person, you are requested to complete and return the applicable form of proxy in accordance with the instructions printed thereon to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM (i.e. 9:30 a.m. on Wednesday, 25 October 2017) or the time for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. Completion and delivery of the applicable form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, the following expressions shall have the meanings stated below unless the context otherwise requires:*

“Articles of Association”	the articles of association of the Company as amended from time to time
“A Share(s)”	Renminbi-denominated ordinary share(s) of the Company of RMB1.00 each, all of which are issued in the PRC, subscribed in Renminbi and listed on the Shanghai Stock Exchange (Stock code: 601811)
“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 Shanghai Stock Exchange and the Stock Exchange, respectively
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Thursday, 26 October 2017 for, among others, the Shareholders to consider and, if thought fit, approve the appointment of independent non-executive Director
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong;
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, all of which listed on the main board of the Stock Exchange and traded in Hong Kong dollars
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Shanghai Stock Exchange” or “SSE”	the Shanghai Stock Exchange
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplementary Notice of EGM”	the supplementary notice convening the EGM set out on pages 7 to 8 of this circular

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## LETTER FROM THE BOARD

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WINSHARE

# 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)

*Executive Directors:*

Mr. He Zhiyong (*Chairman*)

Mr. Luo Yong

Mr. Yang Miao

*Non-executive Directors:*

Mr. Luo Jun

Mr. Zhang Peng

Mr. Han Xiaoming

*Independent Non-executive Directors:*

Mr. Chan Yuk Tong

Mr. Han Liyan

Ms. Xiao Liping

*Registered Office in the PRC:*

Unit 1, 1/F, Block 4, No. 239

Jinshi Road

Jinjiang District

Chengdu, Sichuan

the PRC

*Head Office in the PRC:*

No. 6 Wenxuan Road

Rong Bei Shang Mao Avenue

Jinniu District

Chengdu, Sichuan 610081

the PRC

*Principal Place of Business in Hong Kong:*

18th Floor, Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

12 October 2017

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND SUPPLEMENTARY NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **1. INTRODUCTION**

Reference is made to the announcement of the Company dated 28 September 2017 (the "**Announcement**") regarding, inter alia, the proposed appointment of Mr. Fang Bingxi ("**Mr. Fang**") as an independent non-executive Director of the Company to be submitted for the approval of the Shareholders at the EGM.

The purposes of this circular is to provide the shareholders with (i) further information on the proposed appointment of Mr. Fang as an independent non-executive Director of the Company; and (ii) supplementary notice of EGM.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Announcement regarding, inter alia, the resignation of Mr. Han Liyan as an independent non-executive Director. Upon the nomination from the Nomination Committee and consideration by the Board, the Board proposes to appoint Mr. Fang as an independent non-executive Director. Biographical details of Mr. Fang are set out as follows:

Fang Bingxi, aged 55, is a China Certified Public Valuer. He is currently the executive deputy general manager of the southwest branch of China United Assets Appraisal Group. Mr. Fang was a workshop officer and the head of production division of the Shaanxi No.1 Thermal Generator Accessories Factory (陝西省內燃機配件一廠) from 1984 to 1993 and served as the deputy general manager of Oriental Asset Appraisal Limited (東方資產評估事務所) from 1993 to 2000. Mr. Fang completed an advanced post-graduate program in Accounting at the Southwestern University of Finance and Economics (西南財經大學) from September 2001 to July 2003. Mr. Fang has extensive practical experience in asset valuation and capital operation, having participated in approximately one thousand asset valuation projects and performed asset valuation for IPO of over 30 companies since he entered the business of asset valuation over twenty years ago. Mr. Fang is currently the vice chairman and a member of the Appraisal Standard Committee of Sichuan Appraisal Society (四川省資產評估協會懲戒委員會), an expert of the Expert Base of Sichuan Appraisal Society (四川資產評估協會專家庫) and the deputy director of the Expert Committee of the Listed Companies Association of Sichuan (四川省上市公司協會專家委員會).

Save as disclosed above, Mr. Fang confirms that (i) he did not hold any position in the Group nor any directorships in other listed companies in the past three years; (ii) he has no relationship with any Directors, supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) he does not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Company considers that there is no other information that needs to be disclosed, that there are no matters regarding Mr. Fang to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to Rule 13.51(2)(v) of the Listing Rules, and that there are no other matters that need to be brought to the attention of the Shareholders.

The appointment of Mr. Fang as an independent non-executive Director shall be effective upon the Shareholders' approval at the EGM. The term of office of Mr. Fang shall commence from the date of the EGM to the expiration of the term of the current session of the Board of the Company. Upon the passing of the resolution in relation to the appointment of Mr. Fang, Mr. Han Liyan will formally resign as an independent non-executive Director of the Company as well as a member of the Strategy and Investment Planning Committee, a member of the Audit Committee, the chairman and a member of the Remuneration and Review Committee and a member of the Nomination Committee.

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## **LETTER FROM THE BOARD**

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Mr. Fang will sign a service contract with the Company. The amount of emoluments payable to Mr. Fang shall be determined by the Board under the authority granted by the Shareholders at the EGM and having regard to his qualifications and experience, his duties and responsibilities with the Company and market conditions. Mr. Fang has not previously signed any service contracts with the Company in relation to his appointment as an independent non-executive Director of the Company.

### **3. EXTRAORDINARY GENERAL MEETING**

The EGM will be held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Thursday, 26 October 2017 for, among others, the Shareholders to consider and, if thought fit, approve the appointment of Mr. Fang as an independent non-executive Director.

The notice of EGM has been despatched to the Shareholders. The supplementary notice of EGM dated 12 October 2017 is set out on pages 7 to 8 of this circular. The supplementary notice of EGM should be read in conjunction with the Notice.

The supplementary form of proxy for use at the EGM enclosed in this circular should be read in conjunction with the form of proxy dated 4 September 2017. Whether or not you are able to attend the EGM in person, you are requested to complete and return the applicable form of proxy in accordance with the instructions printed thereon to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM (i.e. 9:30 a.m. on Wednesday, 25 October 2017) or the time for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. Completion and delivery of the applicable form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### **4. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, voting on all resolutions set out in the notice of EGM and the Supplementary Notice of EGM at the EGM shall be taken by way of poll pursuant to Article 94 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATIONS

The Directors are of the opinion that the proposed appointment of Mr. Fang as an independent non-executive Director is in the interests of the Company and its Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM. Should such appointment be approved, it is also proposed that the Board be authorised by the EGM to fix his remuneration and determine the terms of his service contract.

### 6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,

By order of the Board

**Xinhua Winshare Publishing and Media Co., Ltd.\***

**He Zhiyong**

*Chairman*



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## SUPPLEMENTARY NOTICE OF EXTRAORDINARY GENERAL MEETING

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WIN SHARE

# 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)**

## SUPPLEMENTARY NOTICE OF EXTRAORDINARY GENERAL MEETING

**Reference is made** to the notice of extraordinary general meeting (the “**Notice**”) published by Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”) on 4 September 2017 containing the extraordinary general meeting (the “**EGM**”) of the Company to be held at 9:30 a.m. on Thursday, 26 October 2017 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People’s Republic of China (the “**PRC**”) and the resolution on the appointment of the Company’s internal control auditor for 2017 to be considered and, if thought fit, approved at the EGM.

After the Notice was published on 4 September 2017, the Company received a written notice on 10 October 2017 from its promoter shareholder, Chengdu Hua Sheng (Group) Industry Co., Ltd., who holds 4.32% of the shares of the Company, proposing to add new resolution at the EGM to consider and, if thought fit, approve the appointment of Mr. Fang Bingxi as an independent non-executive Director of the Company. Pursuant to article 70 of the Articles of Association, shareholders individually or jointly holding not less than 3% of the Company’s shares have a right to submit an ex tempore proposal to the convener in writing 10 days prior to date of the meeting. The convener shall despatch a supplementary notice of the general meeting and announce the contents of such ex tempore proposal within 2 days upon receipt of the proposal, and inform other shareholders, and shall include the proposed matters which are within the power of the shareholders’ general meeting as matters to be considered at the shareholders’ meeting. The ex tempore proposal shall fall within the terms of reference of the shareholders’ general meeting and shall have a clear subject for discussion and specific issues for resolution.

For details of the above new resolution, please refer to the announcement of the Company dated 28 September 2017 (the “**Announcement**”). Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the Announcement.

\* *For identification purposes only*

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## SUPPLEMENTARY NOTICE OF EXTRAORDINARY GENERAL MEETING

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**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the EGM of the Company will be held as per the date, time and place as set out in the Notice. And in addition to the resolution set forth in the Notice, the Company will consider and, if thought fit, pass the following supplementary resolution at the EGM:

**as ordinary resolution**

2. To consider and approve the election of Mr. Fang Bingxi as an independent non-executive Director of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the current Board session, and authorize the Board to fix his remuneration and determine the terms of his service contract.

By order of the Board  
**Xinhua Winshare Publishing and Media Co., Ltd.\***  
**He Zhiyong**  
*Chairman*

Sichuan, the PRC, 12 October 2017

*Notes:*

1. This supplementary notice should be read in conjunction with the Notice.
2. Please refer to the Notice for details of another resolution to be considered and approved by the EGM, closure of register of members, qualifications and registration procedures for attending the EGM, reply slip and other related matters.
3. If you intend to attend the EGM after reading the Notice, but fail to return the reply slip, which was despatched on 4 September 2017 by the Company, before 4:30 pm on Thursday, 5 October 2017, you may still attend the EGM.
4. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy need not be a Shareholder of the Company.
5. The supplementary form of proxy for use at the EGM enclosed in this circular should be read in conjunction with the form of proxy dated 4 September 2017. The proxy form must be deposited by hand or by post by the holders of H Shares of the Company to the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM (i.e. 9:30 a.m. on Wednesday, 25 October 2017) or the time for the holding of any adjournment thereof or the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the applicable proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
6. The EGM is expected to last for less than half a day. Shareholders attending the EGM shall be responsible for their own traveling and accommodation expenses.
7. The head office of the Company in the PRC is as follows: No. 6 Wenxuan Road, Rong Bei Shang Mao Avenue, Jinniu District, Chengdu, Sichuan, the PRC (Postal code: 610081).