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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)**

## NOTICE OF 2017 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2017 annual general meeting (the “**AGM**”) of Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 30 May 2018 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People’s Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolution(s):

### AS ORDINARY RESOLUTIONS

1. To consider and approve the 2017 annual report of the Company.
2. To consider and approve the report of the Board of Directors (the “**Board**”) of the Company for the year ended 31 December 2017.
3. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2017.
4. To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2017.
5. To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2017.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditor of the Company for the year 2018 with a term from after the AGM and ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.

\* *For identification purposes only*

7. To approve, confirm and ratify the Publications Purchase Framework Agreement entered into between the Company and Sichuan Winshare Online E-commerce Co., Ltd.\* (四川文軒在線電子商務有限公司) on 26 March 2018 (the “**Agreement**”, a copy of which has been produced to the AGM and marked “A” and initialled by the chairman of the AGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); approve the annual cap for each of the three years ending 31 December 2020 (as defined in the announcement of the Company dated 26 March 2018 and the relevant circular of the Company to be despatched to the shareholders of the Company in due course, which the notice of AGM forms part thereof, and a copy of which has been produced to the AGM and marked “B” and initialled by the chairman of the AGM for identification purpose); and authorise any directors of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Agreement.

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

Sichuan, the PRC, 13 April 2018

*Notes:*

1. The register of members of H shares of the Company will be closed from Monday, 30 April 2018 to Wednesday, 30 May 2018 (both days inclusive), during which period no transfer of H shares of the Company can be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s H Shares Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration on or before 4:30 p.m. on Friday, 27 April 2018.
2. Shareholders who are entitled to attend and vote at the AGM 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.
3. In order to be valid, 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 AGM (i.e. 10:00 a.m. on Tuesday, 29 May 2018) or not less than 24 hours before the time for the holding of any adjournment thereof or not less than 24 hours before 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 proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjournment thereof should you so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM.
5. Shareholders who intend to attend the AGM shall complete the reply slip and return it by hand or by post to the Company’s H Shares Registrar on or before 4:30 p.m. on Thursday, 10 May 2018.
6. The AGM is expected to last for less than half a day. Shareholders attending the AGM 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, Rongbei Shang Mao Avenue, Jinniu District, Chengdu, Sichuan, the PRC (Postal Code: 610081).

*As at the date of this notice, the Board comprises (a) Mr. He Zhiyong, Mr. Chen Yunhua and Mr. Yang Miao as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Han Xiaoming as non-executive Directors; and (c) Mr. Chan Yuk Tong, Ms. Xiao Liping and Mr. Fang Bingxi as independent non-executive Directors.*