
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants 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 supplemental circular with the accompanying supplemental 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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winshare 文軒

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;
PROPOSED APPOINTMENT OF SUPERVISOR;
PROPOSED APPOINTMENT OF INTERNAL CONTROL AUDITOR;
AND
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the Company dated 3 April 2024 despatched to the Shareholders in relation to the 2023 AGM.

The 2023 AGM of the Company is to be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Tuesday, 21 May 2024. The 2023 AGM Supplemental Notice is set out on pages 10 to 12 of this supplemental circular.

The supplemental form of proxy for use at the 2023 AGM is enclosed in this supplemental circular and should be read in conjunction with the form of proxy dated 3 April 2024. Whether or not you are able to attend the 2023 AGM in person, you are requested to complete and return the applicable form of proxy and supplemental form of proxy for the 2023 AGM in accordance with the instructions printed thereon to the Company’s Hong Kong H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 24 hours before the time for holding the 2023 AGM (i.e. 9:30 a.m. on Monday, 20 May 2024) or no later than 24 hours before the time for the holding of any adjournment thereof or no later than 24 hours before the time appointed for taking the poll. Completion and delivery of the applicable form of proxy and supplemental form of proxy for the 2023 AGM will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

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DEFINITIONS

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

“2023 AGM”	the 2023 annual general meeting of the Company to be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Tuesday, 21 May 2024;
“2023 AGM Notice” or “Original Notice”	the notice of 2023 AGM of the Company dated 3 April 2024 and despatched on 3 April 2024;
“2023 AGM Supplemental Notice”	the supplemental notice of 2023 AGM set out on pages 10 to 12 of this circular;
“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);
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Audit Committee”	the audit committee of the Board;
“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;
“Deloitte Touche Tohmatsu CPA”	Deloitte Touche Tohmatsu Certified Public Accountants LLP;
“Director(s)”	the director(s) of the Company;
“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 are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars (Stock Code: 811);

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“KPMG Huazhen”	KPMG Huazhen LLP;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Board;
“Original Circular”	the 2023 AGM circular of the Company dated 3 April 2024 and despatched on 3 April 2024;
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan of the PRC);
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong);
“Share(s)”	A Share(s) and H Share(s);
“Shareholder(s)”	shareholder(s) of the Company;
“SSE” or “Shanghai Stock Exchange”	the Shanghai Stock Exchange;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the supervisor(s) of the Company; and
“Supervisory Committee”	the supervisory committee of the Company.

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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. Zhou Qing (*Chairman*)
Mr. Liu Longzhang (*Vice chairman*)
Mr. Li Qiang

Non-executive Directors:

Mr. Dai Weidong
Mr. Ke Jiming
Ms. Tan Ao

Independent Non-executive Directors:

Mr. Lau Tsz Bun
Mr. Deng Fumin

Registered Office in the PRC:

Unit 1, Block 1
No. 238 Sanse Road
Jinjiang District
Chengdu, Sichuan
the PRC

Head Office in the PRC:

Xinhua Star Tower A
No. 238 Sanse Road
Jinjiang District
Chengdu, Sichuan
the PRC
(Postal code: 610063)

*Principal Place of Business
in Hong Kong:*

40th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
PROPOSED APPOINTMENT OF SUPERVISOR;
PROPOSED APPOINTMENT OF INTERNAL CONTROL AUDITOR;
AND
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read in conjunction with the Original Circular and the Original Notice. Unless otherwise stated, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide the Shareholders with the 2023 AGM Supplemental Notice and to provide the Shareholders with further information on the resolutions to be proposed at the 2023 AGM to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2023 AGM.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 16 April 2024 in relation to, *inter alia*, the proposed appointment of Mr. Han Wenlong (“**Mr. Han**”) as an independent non-executive Director of the Company at the general meeting.

As recommended by the Nomination Committee and after deliberation by the Board, the Board proposed to appoint Mr. Han as an independent non-executive Director of the Company.

The biographical details of Mr. Han are set out as follows:

Mr. Han Wenlong (韓文龍), aged 39, is currently the deputy dean, professor and doctoral supervisor of the School of Economics of Southwestern University of Finance and Economics. He was a lecturer and associate professor of the School of Economics of Southwestern University of Finance and Economics. Mr. Han also serves as the vice president of the Sichuan Provincial Economic Association (四川經濟學會), a director of the Sichuan Federation of Social Science (四川省社會科學界聯合會) and a supervisor of the Sichuan Social Science Academic Foundation (四川省社會科學學術基金會). He was also selected into the National High-level Talent Program, the Provincial High-level Talent Program and the “Outstanding Young Professor of Guanghua Talent Project” of the Southwestern University of Finance and Economics. His major research involves digital economy and political economy. He has presided over four projects of the National Social Science Fund of China, and participated in more than 10 projects of the social science fund and the independent science fund. He has published more than 100 articles in journals such as Social Sciences in China Press and Economic Research Journal, and published more than 100 commentaries in newspapers and media such as Guangming Daily, Economic Daily, Sichuan Daily, People’s Daily Online and Guangming Online. He was awarded the Second Prize of Outstanding Scientific Research Achievements in Higher Education Institutions by the Ministry of Education and the Second Prize of National Teaching Achievement Award; the First Prize of the 14th Outstanding Achievement Award of Philosophy and Social Sciences in Shaanxi Province, the First Prize of the 18th Outstanding Achievement Award of Philosophy and Social Sciences in Sichuan Province, the special prize of the Sichuan Provincial Teaching Achievement Award, etc. Mr. Han graduated from Southwestern University of Finance and Economics with a master’s degree in political economics and obtained a doctoral degree in economics.

Save as disclosed above, Mr. Han has confirmed that (i) he has not held any position in the Company or any other members of the Company; (ii) he has not held any directorship in other listed companies in the past three years; (iii) he has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and

LETTER FROM THE BOARD

(iv) he does not hold any interest in the Shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong) and has not been penalized by the China Securities Regulatory Commission and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed in this supplemental circular, the Company considers that there is no information which shall be disclosed nor is/was Mr. Han involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Upon the passing of the resolution in relation to the proposed appointment of Mr. Han as an independent non-executive Director of the Company by the Shareholders at the 2023 AGM, the appointment of Mr. Han as an independent non-executive Director shall take effect immediately. His term of office shall commence from the date of his appointment being approved at the 2023 AGM until the expiry of the term of the fifth session of the Board of the Company.

Upon the approval of his appointment, Mr. Han will enter into a service contract with the Company. According to the remuneration standards of the fifth session of the Board of the Company, the annual emoluments of Mr. Han as an independent non-executive Director (within the PRC) will be RMB150,000 (before tax). In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, Mr. Han is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company; and he will be entitled to an additional allowance of RMB50,000 per annum (before tax) for serving as chairman of each committee of the Board and/or an additional allowance of RMB30,000 per annum (before tax) for serving as a member of each committee of the Board. Mr. Han does not have any previous service contracts entered into with the Company in relation to his appointment as an independent non-executive Director of the Company.

In reviewing the structure of the Board, the Nomination Committee considered a range of diversity perspectives as set out in the Board Diversity Policy, including but not limited to different diversity factors such as educational background, professional experience, skills, gender and knowledge, in order to nominate talented and capable individuals to lead the Company.

Based on the recommendation of the Nomination Committee, the Board proposed to elect Mr. Han as an independent non-executive Director of the Company. Mr. Han has confirmed (i) his independence as regards to each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries, nor any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

LETTER FROM THE BOARD

In addition, the Nomination Committee is of the view that Mr. Han has solid knowledge in economics and management, has the relevant work experience required for serving as an independent non-executive Director, and is able to provide independent, balanced and objective view to the Company's affairs. Therefore, the Nomination Committee and the Board recommended the appointment of Mr. Han as an independent non-executive Director, which is believed to be in the best interests of the Company and the Shareholders as a whole and bring valuable contribution to the Board and its diversity.

PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the announcement of the Company dated 16 April 2024 in relation to, *inter alia*, the proposed appointment of Mr. Xue Feng (“**Mr. Xue**”) as a Supervisor representing Shareholders of the Company at the general meeting.

As recommended by the substantial Shareholders of the Company and after deliberation by the Supervisory Committee, the Supervisory Committee proposed to appoint Mr. Xue as a Supervisor representing Shareholders of the Company.

The biographical details of Mr. Xue are set out as follows:

Mr. Xue Feng (薛豐), aged 29, is currently a supervisor and fund manager of Chengdu Huasheng (Group) Industry Co., Ltd., a director of Chengdu Huasheng Industrial Shudu Garden Project Development Co., Ltd. (成都華盛實業蜀都花園專案開發有限公司), a director of Chengdu Huasheng Landscape Engineering Co., Ltd. (成都華盛園林綠化工程有限公司), a director of Chengdu Lechuang Trade Company Limited (成都市樂創商貿有限公司), the chairman and legal representative of Sichuan Wenhan Media Culture Co., Ltd. (四川文翰傳媒文化有限公司), and the chairman and legal representative of Chengdu Yuyu Commercial Management Co., Ltd. (成都禹宇商業管理有限公司). Mr. Xue graduated from Sichuan University with a bachelor's degree in management majoring in human resources management.

Save as disclosed above, Mr. Xue has confirmed that (i) he does not hold any position in the Company or any other members of the Company; (ii) he did not hold any directorship in other listed companies for the past three years; (iii) he has no relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company; and (iv) he does not hold any interests in the Shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong), and has not been penalized by the China Securities Regulatory Commission and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed in this supplemental circular, the Company considers that there is no information which shall be disclosed, nor is/was Mr. Xue involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 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.

LETTER FROM THE BOARD

Upon the passing of the resolution in relation to the proposed appointment of Mr. Xue as a Supervisor representing Shareholders of the Company by the Shareholders at the 2023 AGM, the appointment of Mr. Xue as a Supervisor representing Shareholders shall take effect immediately. His term of office shall commence from the date of his appointment being approved at the 2023 AGM until the expiry of the term of the fifth session of the Supervisory Committee of the Company.

Upon the approval of his appointment, Mr. Xue will enter into a service contract with the Company. The remuneration received by Mr. Xue as a Supervisor representing Shareholders is RMB90,000 per year (before tax). Unless otherwise provided by the relevant PRC laws and regulations, Mr. Xue is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company. Mr. Xue does not have any previous service contracts entered into with the Company in relation to his appointment as a Supervisor of the Company.

The Supervisory Committee proposed to elect Mr. Xue as a Supervisor representing Shareholders of the Company. The Supervisory Committee is of the view that Mr. Xue has the required qualifications, expertise and experience to serve as a Supervisor and is able to provide comprehensive advice to the Supervisory Committee of the Company. Therefore, the Supervisory Committee recommended Mr. Xue to be appointed as a Supervisor, which is believed to be in the best interests of the Company and the Shareholders as a whole.

PROPOSED APPOINTMENT OF INTERNAL CONTROL AUDITOR

The term of office of Deloitte Touche Tohmatsu CPA, the internal control auditor of the Company, will end at the conclusion of the 2023 AGM.

At the third meeting of the fifth session of the Board for the year 2024 held on 29 April 2024, the Board, having considered the opinions of the Audit Committee, proposed to appoint KPMG Huazhen as the internal control auditor of the Company for the year 2024 upon expiry of the term of office of Deloitte Touche Tohmatsu CPA, and proposed to the 2023 AGM to approve the authorization to the Board to determine the remuneration of the internal control auditor.

The Audit Committee considered that KPMG Huazhen, as a professional auditor with securities and futures-related business qualifications, has the experience, professional competence and investor protection ability to provide internal control audit services for listed companies, and its independence and integrity are in compliance with relevant regulations. Accordingly, the Audit Committee recommended KPMG Huazhen to the Board as the internal control auditor of the Company for the year 2024.

The appointment of KPMG Huazhen is subject to the approval of the Shareholders by way of an ordinary resolution at the 2023 AGM and KPMG Huazhen shall hold office until the conclusion of the next annual general meeting of the Company following the 2023 AGM.

LETTER FROM THE BOARD

2023 ANNUAL GENERAL MEETING

The 2023 AGM will be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC on Tuesday, 21 May 2024 at 9:30 a.m.

The Original Notice was despatched to the Shareholders. The 2023 AGM Supplemental Notice is set out on pages 10 to 12 of this supplemental circular for the purpose of notifying the Shareholders of the resolutions as more particularly set out in this supplemental circular. The 2023 AGM Supplemental Notice shall be read in conjunction with the Original Notice.

The supplemental form of proxy for use at the 2023 AGM is enclosed in this supplemental circular and should be read in conjunction with the form of proxy dated 3 April 2024. Whether or not you are able to attend the 2023 AGM in person, you are requested to complete and return the applicable form of proxy and supplemental form of proxy for the 2023 AGM in accordance with the instructions printed thereon to the Company's Hong Kong H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time for holding the 2023 AGM (i.e. 9:30 a.m. on Monday, 20 May 2024) or no later than 24 hours before the time for the holding of any adjournment thereof or no later than 24 hours before the time appointed for taking the poll. Completion and delivery of the applicable form of proxy and supplemental form of proxy for the 2023 AGM will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

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 2023 AGM Notice and the 2023 AGM Supplemental Notice at the 2023 AGM shall be taken by way of poll pursuant to Article 95 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative at the 2023 AGM 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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors are of the opinion that (i) the proposed appointment of independent non-executive Director; (ii) the proposed appointment of Supervisor; and (iii) the proposed appointment of internal control auditor are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolutions to be proposed at the 2023 AGM.

The Supervisors are of the opinion that the appointment of Mr. Xue as a Supervisor representing Shareholders of the Company is in the interests of the Company and its Shareholders as a whole. Accordingly, the Supervisory Committee recommends the Shareholders to vote in favor of the relevant resolution to be proposed at the 2023 AGM.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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.*

Chairman

Zhou Qing

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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)

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Reference is made to the 2023 AGM Notice (the “**Original Notice**”) dated 3 April 2024 and despatched by Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) on the same date containing details of the 2023 annual general meeting (the “**2023 AGM**”) of the Company to be held at 9:30 a.m. on Tuesday, 21 May 2024 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People’s Republic of China (the “**PRC**”) and the resolutions to be considered and, if thought fit, approved at the 2023 AGM.

After the Original Notice was despatched on 3 April 2024, the Company convened a Board meeting and a meeting of the Supervisory Committee on 16 April 2024, at which the Resolution on the Nomination of Mr. Han Wenlong as an Independent Non-executive Director of the Company and the Resolution on the Nomination of Mr. Xue Feng as a Supervisor Representing Shareholders of the Company were passed respectively and it was agreed to submit the same to the general meeting for consideration and approval. The Company also convened a Board meeting on 29 April 2024, at which the Resolution on the Appointment of Internal Control Auditor of the Company for the Year 2024 was passed and it was agreed to submit the same to the general meeting for consideration and approval.

On 29 April 2024, the Company received a written notice from its promoter Shareholder, Chengdu Hua Sheng (Group) Industry Co., Ltd. (成都市華盛(集團)實業有限公司) who holds 4.32% of the Shares of the Company, proposing to add new resolutions at the 2023 AGM to consider and, if thought fit, approve (1) the appointment of Mr. Han Wenlong as an independent non-executive Director of the Company; (2) the appointment of Mr. Xue Feng as a Supervisor representing Shareholders of the Company; and (3) the appointment of KPMG Huazhen LLP as the internal control auditor of the Company. Pursuant to Article 71 of the Articles of Association of the Company, when the Company convenes a general meeting, shareholders individually or jointly holding not less than 3% of the Company’s total shares have a right to submit an ex tempore proposal to the convener in writing ten (10) days prior to date of the meeting. The convener shall despatch a supplemental notice of the shareholders’ general meeting and announce the contents of such ex tempore proposal within two (2) days upon receipt of the proposal. 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 identification purposes only

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

For details of the above new resolutions, please refer to the announcement dated 16 April 2024 and the overseas regulatory announcement dated 29 April 2024 of the Company (the “**Announcements**”). Unless otherwise stated, capitalized terms used in this notice shall have the same meanings as those defined in the Announcements.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the 2023 AGM of the Company will be held as per the date, time and place as set out in the Original Notice. In addition to the resolutions set forth in the Original Notice, the Company will consider and, if thought fit, pass the following supplemental resolutions at the 2023 AGM:

AS ORDINARY RESOLUTIONS

8. To consider and approve the election of Mr. Han Wenlong as an independent non-executive Director of the Company for a term commencing upon the conclusion of the 2023 AGM and expiring upon the expiration of the fifth session of the Board of the Company.
9. To consider and approve the election of Mr. Xue Feng as a Supervisor representing the Shareholders of the Company for a term commencing upon the conclusion of the 2023 AGM and expiring upon the expiration of the fifth session of the Supervisory Committee of the Company.
10. To consider and approve the appointment of KPMG Huazhen LLP as the internal control auditor of the Company for the year 2024 for a term ending upon the conclusion of the next annual general meeting of the Company following the 2023 AGM, and to authorize the Board to determine the remuneration of the internal control auditor.

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

Sichuan, the PRC, 30 April 2024

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Notes:

1. This supplemental notice should be read in conjunction with the Original Notice.
2. Please refer to the Original Notice for details of other resolutions to be considered and approved at the 2023 AGM, closure of register of members, qualifications and registration procedures for attending the 2023 AGM, reply slip and other related matters.
3. If you intend to attend the 2023 AGM after reading the Original Notice, but fail to return the reply slip for attending the 2023 AGM, which was despatched on 3 April 2024 by the Company, before 4:30 p.m. on Tuesday, 30 April 2024, you may still attend the 2023 AGM.
4. Shareholders who are entitled to attend and vote at the 2023 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.
5. The supplemental form of proxy for use at the 2023 AGM enclosed in this notice should be read in conjunction with the form of proxy despatched on 3 April 2024. 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 2023 AGM (i.e. 9:30 a.m. on Monday, 20 May 2024) 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 applicable proxy form will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.
6. Shareholders or their proxies shall produce their identity documents when attending the 2023 AGM.
7. The 2023 AGM is expected to last for less than half a day. Shareholders attending the 2023 AGM shall be responsible for their own traveling and accommodation expenses.
8. The head office of the Company in the PRC is as follows: Xinhua Star Tower A, No. 238, Sanshe Road, Jinjiang District, Chengdu, Sichuan, the PRC (Postal code: 610063).

As at the date of this notice, 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 and Mr. Deng Fumin as independent non-executive Directors.