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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)**

## **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*

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

*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.*