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**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") dated 27 October 2016 in relation to the extraordinary general meeting (the "**EGM**") to be held at 10:00 a.m. on Thursday, 15 December 2016 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**"), as well as the resolutions to be considered and, if thought fit, passed at the EGM including, among other things, (i) the proposal in relation to the profit distribution of the Company; (ii) the proposed change in auditors; and (iii) the proposed amendments to the Articles of Association.

After the Notice has been published on 27 October 2016, the Company received a written notice from Sichuan Xinhua Publishing Group Co., Ltd.* (四川新華發行集團有限公司), a substantial Shareholder of the Company, which proposed a new resolution to consider and approve the "Proposal in Relation to Amendments to Some Articles under the Articles of Association of Xinhua Winshare Publishing and Media Co., Ltd.*" at the EGM. Pursuant to article 70 of the Articles of Association, 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 10 days prior to date of a general meeting. The convener shall dispatch a supplementary notice of the general meeting within 2 days upon receipt of the proposal, inform other Shareholders and, if within the terms of reference of the general meeting, add such a proposal to the agenda thereof for consideration. The contents of such a proposal shall be within the terms of reference of the general meeting and contains specific details and motions.

For details about the aforesaid new resolution, please refer to the supplementary circular of the Company dated 1 December 2016 (the "**Supplementary Circular**"). Unless the context otherwise requires, expressions used in this notice shall have the same meaning as those defined in the Supplementary Circular.

* *For identification purposes only*

Supplementary notice is hereby given that the EGM of the Company will be held at the same date, time and address as set out in the Notice. Apart from the resolutions as set out in the Notice, the following supplementary resolution will be considered and, if thought fit, passed at the EGM:

As a Special Resolution

"THAT:

4. the "Proposal in Relation to the Proposal in Relation to the Change of the Registered Address of the Company and Amendments to the Articles of Association" be considered and approved."

By Order of the Board
XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*
He Zhiyong
Chairman

Sichuan, the PRC
1 December 2016

Notes:

1. This supplementary notice shall be read conjunction with the Notice.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.

3. In order to be valid, the applicable form of proxy must be deposited by hand or post, for H Shareholders of the Company, to the H Share registrar of the Company, 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 or any adjourned meetings or not less than 24 hours before the time appointed for taking the poll. If the form of proxy 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 form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the EGM.

5. For further details about relevant resolution, please refer to the Supplementary Circular of the Company dated 1 December 2016.

6. The EGM is expected to last for less than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.

7. The head office in the PRC of the Company is as follows: No. 6 Wenxuan Road, Shang Mao Avenue, Rong Bei, Jinniu District, Chengdu, Sichuan, the PRC (Postal code: 610081).

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

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