THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplementary 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.***, you should at once hand this supplementary 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.

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 CIRCULAR IN RELATION TO THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND SUPPLEMENTARY NOTICE OF EGM

This supplementary circular should be read in conjunction with the circular of the Company to the Shareholders dated 1 November 2016 (the "Circular").

The notice (the "**Notice**") for convening the extraordinary general meeting (the "**EGM**") of the Company 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**") has been dispatched to the Shareholders. A notice supplemental thereto is set out on pages 6 to 7 of this supplementary circular, which shall be read in conjunction with the Notice.

The supplementary form of proxy for the EGM accompanying this supplementary circular should be read in conjunction with the form of proxy dated 28 October 2016. 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 as soon as possible. The applicable form of proxy shall be lodged with 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 (or any adjournment thereof) or before the time appointed for taking the poll. Completion and delivery of the 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*

1 December 2016

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

"EGM"	the extraordinary general meeting of the Company to be convened at 10:00 a.m. on Thursday, 15 December 2016, at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC, for the Shareholders to consider and approve the proposal in relation to the profit distribution of the Company, the proposed change in auditors, the proposed amendments to the Articles of Association and the proposal in relation to the change of the registered address of the Company and amendments to the Articles of Association
"Form of Proxy"	the form of proxy of the Company dated 28 October 2016
"Notice"	the notice convening the EGM dated 27 October 2016
"Supplementary Notice of EGM"	the supplementary notice convening the EGM dated 1 December 2016 and set out on pages 6 to 7 of this supplementary circular
"Supplementary Form of Proxy"	the supplementary form of proxy issued and dispatched by the Company to the Shareholders together with this supplementary circular and the accompanying Supplementary Notice of EGM on 1 December 2016
"the Circular"	the circular of the Company to the Shareholders dated 1 November 2016

Save for defined herein, words and expression used in this supplementary circular shall have the same meanings ascribed to them in the Circular.

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Executive Directors:
Mr. He Zhiyong *(Chairman)*
Mr. Luo Yong
Mr. Yang Miao

Non-executive Directors:
Mr. Luo Jun
Mr. Zhang Peng
Mr. Zhao Junhuai

Independent non-executive Directors:
Mr. Han Liyan
Mr. Chan Yuk Tong
Ms. Xiao Liping

Registered office in the PRC:
12th Floor, No. 86 Section One
People's South Road
Qingyang District
Chengdu, Sichuan
PRC

Head office in the PRC:
No. 6 Wenxuan Road
Rong Bei Shang Mao Avenue
Jinniu District
Chengdu, Sichuan 610081
PRC

Principal place of business in Hong Kong:
18th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

1 December 2016

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTARY CIRCULAR IN RELATION TO THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND SUPPLEMENTARY NOTICE OF EGM

1. INTRODUCTION

References are made to the announcements and the Circular of the Company dated 27 October 2016 and 1 November 2016 respectively in relation to, 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.

The purpose of this supplementary circular is to provide the Shareholders with further information of the proposed amendments to the Articles of Association.

* *For identification purposes only*

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As the registered address of the Company has changed due to the needs arising from production and operation, it is proposed that changes be made to article 4 of the Articles of Association in relation to the registered address of the Company.

Proposed Amendments to Article 4 of the Articles of Association:

Existing article 4 as follows:

"The Company's legal address: Floor 12, No. 86 Section One, People's South Road, Qingyang District, Chengdu, Sichuan
Telephone: (8628) 83157033
Facsimile: (8628) 83157000
Postcode: 610016"

is proposed to be amended as:

"The Company's registered address: No. 239 Jinshi Road, Jinjiang District Industrial Park, Chengdu, Sichuan
Telephone: (8628) 83157033
Facsimile: (8628) 83157000
Postcode: 610000".

3. EGM

Reference is made to the Circular in relation to the EGM to be convened at 10:00 a.m. on Thursday, 15 December 2016, at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the PRC, for the Shareholders to consider and approve, if thought fit, among others, (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.

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.

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.

The Company intends to consider resolutions and the new "Proposal in Relation to the Change of the Registered Address of the Company and Amendments to the Articles of Association" as set out in the Notice and this supplementary circular, respectively, at the EGM.

No Shareholder shall abstain from voting for the resolution to be considered and approved at the EGM.

The Notice, proxy from and reply slip have been dispatched to H Shareholders. The Supplementary Notice of EGM is set out on pages 6 to 7 of this supplementary circular. The Supplementary Form of Proxy, together with the supplementary circular and the accompanying Supplementary Notice of EGM, will be dispatched to Shareholders. The "Proposal in Relation to the Change of the Registered Address of the Company and Amendments to the Articles of Association" has been included in the Supplementary Notice of EGM. The Supplementary Notice of EGM shall be read in conjunction with the Notice.

Whether or not you are able to attend the EGM in person, you are requested to complete the applicable form of proxy in accordance with the instructions printed thereon and return it as soon as possible 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 meeting or any adjournment thereof. 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. RECOMMENDATIONS

The Board considers that the "Proposal in Relation to the Change of the Registered Address of the Company and Amendments to the Articles of Association" is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM as set out in the Notice and the Supplementary Notice of EGM.

* *For identification purposes only*

5. RESPONSIBILITY STATEMENT

This supplementary 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 supplementary 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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(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).

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