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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 EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting (the “**EGM Notice**”) despatched by Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) on 6 November 2017 containing the extraordinary general meeting (the “**EGM**”) of the Company to be held at 10:00 a.m. on Thursday, 21 December 2017 in the Company at No. 6 Wenxuan Road, Shang Mao Avenue, Rong Bei, Jinniu District, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) and the resolution on the proposed amendments to the Articles of Association of the Company to be considered and, if thought fit, approved at the EGM.

After the EGM Notice was despatched on 6 November 2017, the Company received a written notice on 1 December 2017 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, proposing to add new resolutions at the EGM to consider and, if thought fit, approve the appointment of Mr. Chen Yunhua as an executive Director and Mr. Tang Xiongxing as a Supervisor of the Company. 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 the meeting. The convener shall despatch a supplemental notice of the shareholders' general meeting and announce the contents of such ex tempore proposal within 2 days upon receipt of the proposal, and inform other shareholders, and shall include the proposed matters which are within the power of the shareholders' general meeting as matters to be considered at the shareholders' general meeting. 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 details of the above new resolutions, please refer to the announcement of the Company dated 30 November 2017 (the “**Announcement**”). Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the Announcement.

* For identification purposes only

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

as ordinary resolutions

2. To consider and approve the election of Mr. Chen Yunhua as an executive Director of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the current session of the Board, and authorize the Board to fix his remuneration and determine the terms of his service contract.
3. To consider and approve the election of Mr. Tang Xiongxing as a Supervisor of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the current session of the Supervisory Committee, and authorize the Board to fix his remuneration and determine the terms of his service contract.

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

Sichuan, the PRC, 6 December 2017

Notes:

1. This supplemental notice should be read in conjunction with the EGM Notice.
2. Please refer to the EGM Notice for details of another resolution to be considered and approved by the EGM, closure of register of members, qualifications and registration procedures for attending the EGM, reply slip and other related matters.
3. If you intend to attend the EGM after reading the EGM Notice, but fail to return the reply slip, which was despatched on 6 November 2017 by the Company, before 4:30 p.m. on Thursday, 30 November 2017, you may still attend the EGM.
4. Shareholders who are entitled to attend and vote at the EGM 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 EGM enclosed in this supplemental circular should be read in conjunction with the form of proxy despatched on 6 November 2017. 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 EGM (i.e. 10:00 a.m. on Wednesday, 20 December 2017) 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 EGM or any adjournment thereof should you so wish.
6. The EGM is expected to last for less than half a day. Shareholders attending the EGM 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, 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. Han Xiaoming as non-executive Directors; and (c) Mr. Chan Yuk Tong, Ms. Xiao Liping and Mr. Fang Bingxi as independent non-executive Directors.