THIS SUPPLEMENTAL 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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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)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; PROPOSED APPOINTMENT OF SUPERVISOR; AND SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this supplemental circular.

The extraordinary general meeting (the "**EGM**") of the Company is to be held 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**") at 10:00 a.m. on Thursday, 21 December 2017, and the notice of EGM (the "**EGM Notice**") has been despatched to the shareholders. The Supplemental EGM Notice dated 6 December 2017 is set out on pages 8 to 10 of this supplemental circular. The Supplemental EGM Notice should be read in conjunction with the EGM Notice.

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. 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 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 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. 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.

* *For identification purposes only*

6 December 2017

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

"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
"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
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held in the Company at No. 6 Wenxuan Road, Shang Mao Avenue, Rong Bei, Jinniu District, Chengdu, Sichuan, the PRC at 10:00 a.m. on Thursday, 21 December 2017 for, among others, the Shareholders to consider and, if thought fit, approve the amendment to the Articles of Association
"EGM Notice"	the notice of extraordinary general meeting of the Company dated 6 November 2017
"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 listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars

"Hong Kong Dollars"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China (for the purpose of this supplemental circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
"Shanghai Stock Exchange" or "SSE"	the Shanghai Stock Exchange
"Shareholder(s)"	shareholder(s) of the Company
"Share(s)"	A Share(s) and H Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"Supplemental EGM Notice"	the supplemental notice of extraordinary general meeting is set out on pages 8 to 10 of this supplemental 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. Han Xiaoming

Independent Non-executive Directors:
Mr. Chan Yuk Tong
Ms. Xiao Liping
Mr. Fang Bingxi

Registered Office in the PRC:
Unit 1, 1/F, Block 4, No. 239
Jinshi Road
Jinjiang District
Chengdu, Sichuan
the PRC

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

Principal Place of Business in Hong Kong:
18th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

6 December 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;
PROPOSED APPOINTMENT OF SUPERVISOR;
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 30 November 2017 regarding, inter alia, the proposed appointment of Mr. Chen Yunhua ("**Mr. Chen**") as an executive Director and Mr. Tang Xiongxing ("**Mr. Tang**") as a supervisor of the Company to be submitted for the approval of the Shareholders at the EGM.

* *For identification purposes only*

The purposes of this supplemental circular is to provide the Shareholders with (i) further information on the proposed appointment of Mr. Chen as an executive Director of the Company; (ii) further information on the proposed appointment of Mr. Tang as a supervisor of the Company; and (iii) the Supplemental EGM Notice.

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 30 November 2017 regarding, inter alia, the resignation and appointment of its Director(s). Upon the nomination from the Nomination Committee and consideration by the Board, the Board proposes to appoint Mr. Chen as an executive Director. Biographical details of Mr. Chen are set out as follows:

Chen Yunhua, aged 56, is the president and a member of the party committee of Sichuan Publication Group Co., Ltd.* (四川出版集團有限責任公司). He previously served as a staff member and senior staff member of Sichuan Provincial Administration of Traditional Chinese Medicine (四川省中醫管理局), the deputy executive director and executive director of the publicity division of the propaganda department of the Sichuan provincial party committee (四川省委宣傳部), the deputy consultant, deputy division secretary and deputy office director of the cadres division of the propaganda department of the Sichuan provincial party committee, the deputy office director and the chairman of the trade union of the propaganda department of the Sichuan provincial party committee, the head of the press department and the chairman of the trade union of the propaganda department of the Sichuan provincial party committee, and the deputy editor-in-chief and a member of the CPC party committee of Sichuan Daily Newspaper Group* (四川日報報業集團). He has been serving as the president and a member of the CPC party committee of Sichuan Publication Group Co., Ltd.* since December 2015. Mr. Chen graduated from Chengdu University of Traditional Chinese Medicine, majoring in Traditional Chinese medicine, and subsequently completed the graduate courses of the Specialized Historical Studies of the College of History and Culture at Sichuan University.

Save as disclosed above, Mr. Chen confirms that (i) he did not hold any position in the Company or any other members of the Company nor any directorships in other listed companies in the past three years; (ii) he has no relationship with any Directors, supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) he does not hold any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that there is no other information that needs to be disclosed, that there are no matters regarding Mr. Chen to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to Rule 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.

The appointment of Mr. Chen as an executive Director shall be effective upon the Shareholders' approval at the EGM. The term of office of Mr. Chen shall commence from the date of the EGM to the expiration of the term of the current session of the Board of Directors of the Company. Upon the passing of the resolution by the Shareholders in relation to the proposed appointment of Mr. Chen as an executive Director of the Company at the EGM, Mr. Luo Yong will formally resign as an executive Director of the Company.

Mr. Chen will enter into a service contract with the Company. The amount of emoluments payable to Mr. Chen shall be determined by the Board under the authority granted by the Shareholders at the EGM and having regard to his qualifications and experience, his duties and responsibilities with the Company and market conditions. Mr. Chen has not previously entered into any service contracts with the Company in relation to his appointment as an executive Director of the Company.

3. PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the announcement of the Company dated 30 November 2017 regarding, inter alia, the resignation and appointment of its supervisor(s). Mr. Tang has been nominated by the Supervisory Committee as the candidate for a supervisor. Biographical details of Mr. Tang are set out as follows:

Tang Xiongxing, aged 50, is the vice secretary of the party committee of Sichuan Publication Group Co., Ltd.* (四川出版集團有限責任公司). He previously served as a staff member, senior staff member and principal staff member of the spiritual civilization construction office of Sichuan Province, the principal staff member of the propaganda department of the Sichuan provincial party committee and the spiritual civilization construction office of Sichuan Province, the principal staff member, deputy director and director of the policy and law research office of the propaganda department of the Sichuan provincial party committee, the deputy secretary-general and secretary-general of the propaganda department of the Sichuan provincial party committee, the secretary of the party committee of the propaganda department of the Sichuan provincial party committee, and a member of the party committee and the director of the propaganda department of Guang'an City, Sichuan Province. He has been serving as the deputy secretary of the party committee of Sichuan Publication Group Co., Ltd.* since November 2016. Mr. Tang holds a bachelor's degree in Political Education from Sichuan Normal University and a master's degree in History from Yunnan University.

Save as disclosed above, Mr. Tang confirms that (i) he did not hold any position in the Company or any other members of the Company nor any directorships in other listed companies in the past three years; (ii) he has no relationship with any Directors, supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) he does not hold any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that there is no other information that needs to be disclosed, that there are no matters regarding Mr. Tang to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to Rule 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.

The appointment of Mr. Tang as a supervisor shall be effective upon the Shareholders' approval at the EGM. The term of office of Mr. Tang shall commence from the date of the EGM to the expiration of the term of the current session of the Supervisory Committee of the Company. Upon the passing of the resolution by the Shareholders in relation to the proposed appointment of Mr. Tang as a supervisor of the Company at the EGM, Mr. Xu Ping will formally resign as a supervisor and the chairman of the Supervisory Committee of the Company.

Mr. Tang will enter into a service contract with the Company. The amount of emoluments payable to Mr. Tang shall be determined by the Board under the authority granted by the Shareholders at the EGM and having regard to his qualifications and experience, his duties and responsibilities with the Company and market conditions. Mr. Tang has not previously entered into any service contracts with the Company in relation to his appointment as a supervisor of the Company.

4. EXTRAORDINARY GENERAL MEETING

The EGM will be held in the Company at No. 6 Wenxuan Road, Shang Mao Avenue, Rong Bei, Jinniu District, Chengdu, Sichuan, the PRC at 10:00 a.m. on Thursday, 21 December 2017 for, among others, the Shareholders to consider and, if thought fit, approve the appointment of Mr. Chen as an executive Director and Mr. Tang as a supervisor of the Company.

The EGM Notice has been despatched to the Shareholders. The Supplemental EGM Notice dated 6 December 2017 is set out on pages 8 to 10 of this supplemental circular. The Supplemental EGM Notice should be read in conjunction with the EGM Notice.

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. Whether or not you are able to attend the EGM in person, you are requested to complete and return the applicable form of proxy in accordance with the instructions printed thereon 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 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. 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.

5. 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 EGM Notice and the Supplemental EGM Notice at the EGM shall be taken by way of poll pursuant to Article 94 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative 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.

6. RECOMMENDATIONS

The Directors are of the opinion that the proposed appointment of Mr. Chen as an executive Director and Mr. Tang as a supervisor is in the interests of the Company and its Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

7. 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.*
He Zhiyong
Chairman

* *For identification purposes only*

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XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

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(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).