**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this 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 circular with the accompanying form of proxy and reply slip 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)**

# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; PROPOSED AMENDMENTS TO THE GENERAL MEETING RULES; PROPOSED AMENDMENTS TO THE BOARD MEETING RULES; AND NOTICE OF THE 2019 ANNUAL GENERAL MEETING

The notice for convening the 2019 annual general meeting of the Company to be held at 10 a.m. on Thursday, 21 May 2020 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC is set out on pages 24 to 26 of this circular.

A form of proxy for use at the 2019 AGM was dispatched on Friday, 3 April 2020 and published on the website of the Stock Exchange (http://www.hkexnews.hk). Whether or not you are able to attend the meeting in person, you are requested to complete and return the 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 2019 AGM (i.e. 10 a.m. on Wednesday, 20 May 2020) 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 form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

3 April 2020

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

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|---|---|
| "2019 AGM" | the 2019 annual general meeting of the Company to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10 a.m. on Thursday, 21 May 2020 for, among others, the Shareholders to consider and, if thought fit, approve the (i) proposed amendments to the Articles of Association; (ii) proposed amendments to the General Meeting Rules; and (iii) proposed amendments to the Board Meeting Rules |
| "Articles of Association" | the articles of association of the Company as amended, supplemented and otherwise modified 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 |
| "Company Law" | The Company Law of the People's Republic of China |
| "CSRC" | China Securities Regulatory Commission |
| "Director(s)" | the director(s) of the Company |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "H Share(s)" | overseas-listed foreign Share(s) of the Company of RMB1.00 each, which are issued in Hong Kong and listed on the Stock Exchange |

* *For identification purpose only*

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|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, as the case may be |
| "PRC" | the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan) |
| "Shareholder(s)" | holder(s) of A Share(s) and H Share(s) of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "%" | per cent |

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)**

*Executive Directors:*
Mr. He Zhiyong *(Chairman)*
Mr. Chen Yunhua *(Vice Chairman)*
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

*Principal Place of Business in Hong Kong:*
40th Floor,
Sunlight Tower,
248 Queen's Road East,
Wanchai,
Hong Kong

3 April 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; PROPOSED AMENDMENTS TO THE GENERAL MEETING RULES; PROPOSED AMENDMENTS TO THE BOARD MEETING RULES; AND NOTICE OF 2019 ANNUAL GENERAL MEETING**

## 1. INTRODUCTION

Reference is made to the announcement of the Company dated 6 March 2020 regarding the proposed amendments to the Articles of Association, the proposed amendments to the General Meeting Rules and the proposed amendments to the Board Meeting Rules. The purposes of this circular are to provide you with the notice of the 2019 AGM and information on certain resolutions to be put forward at the 2019 AGM and thus you can make informed voting decisions on the resolutions at the 2019 AGM.

* *For identification purposes only*

## 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to Company Law and relevant requirements under "Rules on Corporate Governance of Listed Companies*《上市公司治理準則》" and "Guidelines for the Articles of Association of Listed Companies* 《上市公司章程指引》" recently amended, issued and implemented by CSRC, the Board proposes to make amendments to corresponding articles in the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of Shareholders by way of special resolution at the 2019 AGM.

Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

The existing articles will be renumbered accordingly upon the proposed amendments to the Articles of Association. The English version of the proposed amendments to the Articles of Association is unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

The Company confirms that the proposed amendments to the Articles of Association do not affect the Company's obligation to comply with the Listing Rules.

## 3. PROPOSED AMENDMENTS TO THE GENERAL MEETING RULES

Pursuant to Company Law and relevant requirements under "Rules on Corporate Governance of Listed Companies*" and "Guidelines for the General Meeting Rules of Listed Companies*" recently amended, issued and implemented by CSRC, the Board proposes to make amendments to corresponding articles in the General Meeting Rules. The proposed amendments to the General Meeting Rules are subject to the approval of Shareholders by way of special resolution at the 2019 AGM.

Details of the proposed amendments to the General Meeting Rules are set out in Appendix II to this circular.

The existing articles will be renumbered accordingly upon the proposed amendments to the General Meeting Rules. The English version of the proposed amendments to the General Meeting Rules is unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

## 4. PROPOSED AMENDMENTS TO THE BOARD MEETING RULES

Pursuant to Company Law and relevant requirements under "Rules on Corporate Governance of Listed Companies*" and "Guidelines for the Board Meeting Rules of Listed Companies*" recently amended, issued and implemented by CSRC, the Board proposes to make amendments to corresponding articles in the Board Meeting Rules. The proposed amendments to the Board Meeting Rules are subject to the approval of Shareholders by way of special resolution at the 2019 AGM.

Details of the proposed amendments to the Board Meeting Rules are set out in Appendix III to this circular.

The existing articles will be renumbered accordingly upon the proposed amendments to the Board Meeting Rules. The English version of the proposed amendments to the Board Meeting Rules is unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

## 5. 2019 AGM

The 2019 AGM will be held at 10 a.m. on Thursday, 21 May 2020 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC. The notice of 2019 AGM is set out on pages 24 to 26 of this circular.

A form of proxy for use at the 2019 AGM was dispatched on Friday, 3 April 2020 and published on the website of the Stock Exchange (http://www.hkexnews.hk). Whether or not you are able to attend the meeting in person, you are requested to complete and return the 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 2019 AGM (i.e. 10 a.m. on Wednesday, 20 May 2020) 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 form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish.

The H Share register of members of the Company will be closed from Wednesday, 22 April 2020 to Thursday, 21 May 2020 (both days inclusive), during which period no transfer of H Shares will be effected. Any holders of H Shares, whose names appear on the Company's register of members at the close of business on Tuesday, 21 April 2020 are entitled to attend and vote at the 2019 AGM after completing the registration procedures for attending the meetings.

## 6. 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 Notice of the 2019 AGM at the 2019 AGM 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.

## 7. RECOMMENDATIONS

The Directors are of the opinion that (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the General Meeting Rules; and (iii) the proposed amendments to the Board Meeting Rules are 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 2019 AGM.

## 8. RESPONSIBILITY STATEMENT

This 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 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,
For and on behalf of
**Xinhua Winshare Publishing and Media Co., Ltd.***
**He Zhiyong**
*Chairman*

Details of the proposed amendments to the Articles of Association are set out below:

| No. | The original articles | Amendments |
|---|---|---|
| 1 | Nil | **<u>CHAPTER 1 GENERAL PROVISIONS Article 10</u>**<br><br>**<u>In accordance with the relevant regulations of the Constitution of the Communist Party of China, the Company Law and other related regulations, the Company has established an organisation under the Party. The organisation under the Party of the Company is an organic component of the corporate governance structure of the Company, which shall play a leading role, supervising the direction of development, monitoring the whole picture and facilitating implementation.</u>** |
| 2 | CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES Article 28<br><br>The Company may repurchase its shares in accordance with the procedures required in the Articles of Association subject to obtaining approval of the relevant PRC regulatory authorities in the following circumstances:<br><br>(1) reducing its registered capital;<br><br>(2) in connection with a merger between itself and another entity that holds its shares;<br><br>(3) granting shares to employees of the Company as incentives;<br><br>(4) the repurchase is made at the request of its shareholders to repurchase their shares who disagree with shareholders' resolutions passed at a shareholders' general meeting in connection with a merger or division; or<br><br>(5) in circumstances permitted by laws or administrative regulations.<br><br>Any repurchase of shares by the Company due to the reasons set out in items (1) to (3) above shall be approved by the shareholders of the Company in a shareholders' general meeting. The Company repurchases its shares in accordance with the above circumstances should, in the case of item (1), cancel such repurchased shares within ten (10) days from the repurchase; in the case of items (2) and (4), shall within six (6) months of the repurchase either transfer such repurchased shares or cancel such repurchased shares. | **<u>CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES Article 29</u>**<br><br>**<u>Without violating laws, administrative regulations and regulatory rules, the Company may</u>** repurchase its shares in accordance with the procedures required in the Articles of Association subject to obtaining approval of the relevant PRC regulatory authorities **<u>in the following circumstances</u>**:<br><br>(1) reducing its registered capital;<br><br>(2) in connection with a merger between itself and another entity that holds its shares;<br><br>**<u>(3) shares shall be used for employee stock ownership scheme or as share incentive;</u>**<br><br>(4) the repurchase is made at the request of its shareholders to repurchase their shares who disagree with shareholders' resolutions passed at a shareholders' general meeting in connection with a merger or division; or<br><br>**<u>(5) shares shall be used to convert corporate bonds issued by a listed company that can be converted into stocks;</u>**<br><br>**<u>(6) when it is necessary for the Company to safeguard the corporate value and the interests of its shareholders.</u>**<br><br>**<u>Any repurchase of shares by the Company due to the circumstances set out in items (1) and (2) above shall be approved by the shareholders of the Company in a shareholders' general meeting; any repurchase of shares by the Company due to the circumstances set out in items (3), (5) and (6) above may be resolved by more than two-thirds of directors present at a meeting of the board of directors in accordance with the provisions of the Articles of Association or the authorisation of the shareholders' general meeting.</u>** |

| No. | The original articles | Amendments |
|---|---|---|
| | Pursuant to the requirement of the abovementioned item (3), the acquired shares of the Company shall not exceed 5% of the total amount of the issued shares of the Company. The fund used for acquisition shall be at the expenses of the Company's profit after tax. The acquired shares shall be transferred to employees within one (1) year.<br><br>The Company shall not purchase or sell the Company's shares except the aforesaid conditions. | **After the Company repurchases its shares in accordance with the first paragraph of this Article, it shall, in the case of item (1), cancel such repurchased shares within ten (10) days of the repurchase; in the case of items (2) and (4), shall within six (6) months of the repurchase either transfer such repurchased shares or cancel such repurchased shares; in the case of items (3), (5) and (6), the total shares of the Company held by the Company shall not exceed 10% of its total amount of the issued shares and shall within three (3) years of the repurchase either transfer such repurchased shares or cancel such repurchased shares.**<br><br>**For any repurchase of its shares by the Company, the obligation of information disclosure shall be fulfilled in accordance with the provisions of the Securities Law of the People's Republic of China.** |
| 3 | CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES Article 29<br><br>The Company may, with the approval of the relevant governmental authorities of the State for repurchasing its shares, conduct the repurchase in one of the following manners:<br><br>(1) to make a pro rata general offer of repurchase to all of its shareholders;<br><br>(2) to repurchase shares through public trading on a stock exchange;<br><br>(3) to repurchase through an off-market agreement;<br><br>(4) other manners approved by the securities regulatory authorities of the State Council. | **CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES Article 30**<br><br>**The Company may conduct the repurchase of its shares by the way of public centralisation trading, or through other ways approved by the laws and regulations and China Securities Regulatory Commission. For any repurchase of its shares by the Company due to the circumstances set out in items (3), (5) and (6) in the first paragraph of Article 29 of this Articles of Association, the repurchase of its shares shall be conducted by way of public centralisation trading.** |

| No. | The original articles | Amendments |
|---|---|---|
| 4 | CHAPTER 8 SHAREHOLDERS' GENERAL MEETINGS Article 99<br><br>When the general meeting votes for election of Directors or Supervisors, the cumulative voting system may be adopted according to relevant laws, regulations, the Articles of Association or the resolution of the general meeting.<br><br>The cumulative voting system as referred to in the preceding paragraph means that when a general meeting elects Directors or Supervisors, each share carries the same number of voting right as the number of Directors or supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors and Supervisors.<br><br>The method of cumulative voting will be adopted for the election of directors at the general meetings. Under this method, when two or more Directors are being nominated for election, for any share held by the shareholders, they will have the same number of votes which equals to the total number of Directors to be elected. Shareholders may cast all their votes on a particular candidate or on multiple candidates. | **CHAPTER 8 SHAREHOLDERS' GENERAL MEETINGS Article 100**<br><br>**When the general meeting votes for election of Directors or Supervisors, the cumulative voting system may be adopted according to relevant laws, regulations, the Articles of Association or the resolution of the general meeting.**<br><br>**The cumulative voting system as referred to in the preceding paragraph means that when a general meeting elects Directors or Supervisors, each share carries the same number of voting right as the number of Directors or Supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors and Supervisors.** |
| 5 | Nil | **CHAPTER 10 CORPORATE ORGANISATION UNDER THE PARTY Article 128**<br><br>**In accordance with the regulations of the Constitution of the Communist Party of China and with the approval from the Party organisation at a higher level, the Committee of Communist Party of China of Xinhua Winshare Publishing and Media Co., Ltd. shall be established. Meanwhile, the Discipline Committee under the Party shall be established in accordance with related regulations.** |
| 6 | Nil | **CHAPTER 10 CORPORATE ORGANISATION UNDER THE PARTY Article 129**<br><br>**The Party Committee of the Company shall be elected from the Party member congress or the Party representative congress; each term of office is five (5) years in general. Regular re-election shall be conducted upon the expiration of its term of office. Each term of office of the Discipline Committee under the Party shall be the same as the Party Committee.** |
| 7 | Nil | **CHAPTER 10 CORPORATE ORGANISATION UNDER THE PARTY Article 130**<br><br>**Member of the leading group of the Party organisation is five (5) to nine (9) people in general, consisting of one (1) secretary of the Party Committee, one (1) or two (2) deputy secretary(ies) of the Party Committee.** |

| No. | The original articles | Amendments |
|---|---|---|
| 8 | Nil | **CHAPTER 10 CORPORATE ORGANISATION UNDER THE PARTY Article 131**<br><br>**Party Committee of the Company shall play a leading role, supervising the Company's direction of development, monitoring the whole picture and facilitating implementation, discussing and making decisions on significant matters of the Company in accordance with the regulations. Significant operating management matters shall go through investigation and discussion by the Party Committee before decisions are made by the Board of Directors or the management.**<br><br>**The main responsibilities are:**<br><br>**(1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;**<br><br>**(2) to thoroughly study and implement the Xi Jinping's Socialism Ideology with Chinese characteristics in the new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organisation at a higher level in the Company;**<br><br>**(3) to investigate and discuss the significant operating management matters of the Company and support the shareholders' general meeting, the Board of Directors, the Supervisory Committee and the management to exercise their rights and perform their duties in accordance with the laws;**<br><br>**(4) to strengthen the leadership and gate keeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team;** |

| No. | The original articles | Amendments |
|---|---|---|
| | | **(5)** **to undertake the main responsibility in improving Party conduct and upholding integrity, lead and support discipline inspection institutions to fulfil its supervisory and disciplined responsibilities as well as exercise strict administrative discipline and political rules and promote Seeing Party self-governance exercised fully and with rigor into the grassroots level;**<br><br>**(6)** **to strengthen the building of grass-root Party organisation and Party members, unit and lead officials and employees to devote themselves into the reform and development of the Company;**<br><br>**(7)** **to lead the Company's ideological and political work, the spirit and civilisation progress, the United Front work and lead mass organisations such as the Labour Union of the Company, Communist Youth League and Women's Organisation.** |
| 9 | Nil | **CHAPTER 10 CORPORATE ORGANISATION UNDER THE PARTY Article 132**<br><br>**By insisting on and improving a leading mechanism of "Dual Entry and Cross Appointment", eligible members of the Party Committee may take seats in the Board of Directors, the Supervisory Committee and the management through statutory procedures, while eligible members of the Board of Directors, the Supervisory Committee and the management may take seats in the Party Committee in accordance with related regulations and procedures.**<br><br>**Secretary of the Party Committee and chairman of the Board of Directors are held by one (1) person in general, while deputy secretary is assumed by the general manager of the Party member. A deputy secretary shall be designated to be responsible for the Party construction works for the Party Committee.** |
| 10 | Nil | **CHAPTER 10 CORPORATE ORGANISATION UNDER THE PARTY Article 133**<br><br>**The Company provides the necessary conditions for the Party's activities, establishes the Party's working organisation, guarantees the activities venue and funds of the Party organisation. The expenses for the work of the Party organisation shall be included in the budget of the Company at 1% of the total remuneration of employees of the Company in the previous year.** |

| No. | The original articles | Amendments |
|---|---|---|
| 11 | CHAPTER 10 BOARD OF DIRECTORS Article 135<br><br>The Board shall report to the shareholders' general meeting and carries out the following duties and powers:<br><br>(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;<br><br>(2) to implement the resolutions of shareholders' general meetings;<br><br>(3) to decide on the Company's business plans and investment plans;<br><br>(4) to formulate the Company's plans on annual financial budgets and final accounts;<br><br>(5) to formulate the Company's profit distribution plans and plans on making up losses;<br><br>(6) to formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company or other bonds and listing plan or initiative of delisting; | **CHAPTER 11 BOARD OF DIRECTORS article 142**<br><br>The Board shall report to the shareholders' general meeting and carries out the following duties and powers:<br><br>(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;<br><br>(2) to implement the resolutions of shareholders' general meetings;<br><br>(3) to decide on the Company's business plans and investment plans;<br><br>(4) to formulate the Company's plans on annual financial budgets and final accounts;<br><br>(5) to formulate the Company's profit distribution plans and plans on making up losses;<br><br>(6) to formulate the proposals for increase or decrease of the registered capital of the Company and issue of bonds of the Company or other bonds and listing plan or initiative of delisting; |

| No. | The original articles | Amendments |
|---|---|---|
| | (7) to formulate plans for major acquisitions of the Company and redeem the Company's own shares or plans for merger, division, alteration of corporate form of the Company and dissolution;<br><br>(8) to resolve on external guarantees other than those requiring approval of the general meeting in accordance with provisions of relevant laws, administrative regulations and the Articles of Association;<br><br>(9) to resolve on the connected transactions and other transactions requiring deliberation and approval of the Board of the Company;<br><br>(10) to resolve on (among others) external investment, purchase and sale of assets, assets mortgage, external guarantees, entrustment of financial services and connected transactions of the Company within the authorization of the general meeting;<br><br>(11) to determine the establishment of the Company's internal management structure;<br><br>(12) to appoint or remove the general manager, secretary to the Board of the Company, and to appoint or remove the deputy general manager, chief financial officer and other senior management of the Company upon nomination by the general manager and to decide on their remunerations, rewards and punishments;<br><br>(13) to formulate the basic management system of the Company; | (7) to formulate plans for major acquisitions of the Company and redeem the Company's own shares or plans for merger, division, alteration of corporate form of the Company and dissolution;<br><br>(8) to resolve on external guarantees other than those requiring approval of the general meeting in accordance with provisions of relevant laws, administrative regulations and the Articles of Association;<br><br>(9) to resolve on the connected transactions and other transactions requiring deliberation and approval of the Board of the Company;<br><br>(10) to resolve on (among others) external investment, purchase and sale of assets, assets mortgage, external guarantees, entrustment of financial services and connected transactions of the Company within the authorization of the general meeting;<br><br>(11) to determine the establishment of the Company's internal management structure;<br><br>(12) to appoint or remove the general manager, secretary to the Board of the Company, and to appoint or remove the deputy general manager, chief financial officer and other senior management of the Company upon nomination by the general manager and to decide on their remunerations, rewards and punishments;<br><br>(13) to formulate the basic management system of the Company; |

| No. | The original articles | Amendments |
|---|---|---|
| | (14) to formulate proposals for amendment to the Articles of Association;<br><br>(15) to manage information disclosure of the Company;<br><br>(16) to propose the appointment or removal of the Company's auditors to the general meetings of the shareholders;<br><br>(17) to hear the work report and inspect the work of the general manager of the Company;<br><br>(18) to appoint or remove other key management personnel other than the senior management of the Company upon nomination by the general manager and to decide on their remunerations;<br><br>(19) the provisions of the Articles of Association or other duties delegated by general meeting.<br><br>Except for the Board resolutions in respect of the matters specified in items (6), (7) and (14) of this Article of Association which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors, of which, Board resolutions in respect of the matters specified in items (8) require the affirmative vote of not less than two-thirds of all the Directors attending, in addition to the affirmative vote of a simple majority of all the Directors. | (14) to formulate proposals for amendment to the Articles of Association;<br><br>(15) to manage information disclosure of the Company;<br><br>(16) to propose the appointment or removal of the Company's auditors to the general meetings of the shareholders;<br><br>(17) to hear the work report and inspect the work of the general manager of the Company;<br><br>(18) to appoint or remove other key management personnel other than the senior management of the Company upon nomination by the general manager and to decide on their remunerations;<br><br>**<u>(19) laws and regulations of the State and relevant regulatory requirements and the provisions of the Articles of Association, or other duties delegated by general meeting.</u>**<br><br>Except for the Board resolutions in respect of the matters specified in items (6), (7) and (14) of this Article of Association which shall be passed by not less than two-thirds of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors, of which, Board resolutions in respect of the matters specified in items (8) require the affirmative vote of not less than two-thirds of all the Directors attending, in addition to the affirmative vote of a simple majority of all the Directors. |

| No. | The original articles | Amendments |
|---|---|---|
| 12 | CHAPTER 12 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT Article 151<br><br>The Company has one (1) general manager, several deputy general managers who shall be appointed or dismissed by the Board of Directors.<br><br>The general manager, deputy general managers, financial controller, secretary to the Board and other senior management of the Company as determined by the Board comprise the senior management of the Company.<br><br>Persons holding positions at the controlling shareholder and de facto controller of the Company other than directorship may not serve concurrently as the Company's general manager, deputy general manager, financial controller, sales officer and secretary to the Board.<br><br>The general manager and other senior management shall serve as such for a term of three (3) years and be eligible for re-election. | **CHAPTER 13 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT Article 158**<br><br>The Company has one (1) general manager, several deputy general managers who shall be appointed or dismissed by the Board of Directors.<br><br>The general manager, deputy general managers, financial controller, secretary to the Board and other senior management of the Company as determined by the Board comprise the senior management of the Company.<br><br>**Persons holding administrative positions at the controlling shareholder and de facto controller of the Company other than directorship and supervisorship may not serve concurrently as the Company's general manager, deputy general manager and other senior management.**<br><br>The general manager and other senior management shall serve as such for a term of three (3) years and be eligible for re-election. |

| No. | The original articles | Amendments |
|---|---|---|
| 13 | CHAPTER 15 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION Article 206<br><br>Profit distribution policies of the Company is as follows:<br><br>(1) Principles<br><br>The Company adopts a sustainable and steady profit distribution policy to provide reasonable and stable investment return to investors while maintaining its sustainable development of the Company.<br><br>(2) Decision Making and Procedures<br><br>The profit distribution policy and the dividend distribution proposal shall be prepared, considered and passed by the Board of Directors before submitting to the general meeting for approval.<br><br>When considering the profit distribution policy and the dividend distribution proposal, the Board of Directors shall pay due regard to opinions of independent Directors and the Supervisory Committee and, through various channels for communication and interaction (including but not limited to telephone calls, facsimile, post, visits and attendance in meetings), those of minority shareholders.<br><br>(3) Means of Distribution<br><br>The Company may make its dividends by means of cash, shares, a combination of both or otherwise as permitted by laws and regulations, where priority is given to cash. | **CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION Article 213**<br><br>Profit distribution policies of the Company is as follows:<br><br>(1) Principles<br><br>The Company adopts a sustainable and steady profit distribution policy to provide reasonable and stable investment return to investors while maintaining its sustainable development of the Company. **When the Company has the condition for profit distribution while profit distribution in cash has not been conducted, reasons shall be fully disclosed.**<br><br>(2) Decision Making and Procedures<br><br>The profit distribution policy and the dividend distribution proposal shall be prepared, considered and passed by the Board of Directors before submitting to the general meeting for approval.<br><br>When considering the profit distribution policy and the dividend distribution proposal, the Board of Directors shall pay due regard to opinions of independent Directors and the Supervisory Committee and, through various channels for communication and interaction (including but not limited to telephone calls, facsimile, post, visits and attendance in meetings), those of minority shareholders.<br><br>(3) Means of Distribution<br><br>The Company may make its dividends by means of cash, shares, a combination of both or otherwise as permitted by laws and regulations, where priority is given to cash. |

| No. | The original articles | Amendments |
|---|---|---|
| | (4) Intervals<br><br>The Company shall basically distribution its distributable profits annually and may make interim dividends in cash.<br><br>(5) Conditions and Payout of Cash Dividends<br><br>1. Save for exceptional circumstances, priority shall be given to cash dividends when the Company recorded profits and positive undistributed profits accrued for the year. Subject to laws, regulations and regulatory provisions, profit distribution of the Company in cash for a given year shall not be less than 30% of its distributable profits for such a year.<br><br>2. Save for exceptional circumstances, profit distribution of the Company in cash shall not be less than 80% of such distribution.<br><br>3. Under exceptional circumstances, profit distribution of the Company in cash shall not be less than 40% of such distribution.<br><br>Exceptional circumstances abovementioned refer to circumstances where there is significant investment, cash payment or other matters (excluding fund raising), which in turn refers to matters subject to approval at a general meeting under relevant regulations or these Articles of Association. | (4) Intervals<br><br>The Company shall basically distribution its distributable profits annually and may make interim dividends in cash.<br><br>(5) Conditions and Payout of Cash Dividends<br><br>1. Save for exceptional circumstances, priority shall be given to cash dividends when the Company recorded profits and positive undistributed profits accrued for the year. Subject to laws, regulations and regulatory provisions, profit distribution of the Company in cash for a given year shall not be less than 30% of its distributable profits for such a year.<br><br>2. Save for exceptional circumstances, profit distribution of the Company in cash shall not be less than 80% of such distribution.<br><br>3. Under exceptional circumstances, profit distribution of the Company in cash shall not be less than 40% of such distribution.<br><br>Exceptional circumstances abovementioned refer to circumstances where there is significant investment, cash payment or other matters (excluding fund raising), which in turn refers to matters subject to approval at a general meeting under relevant regulations or these Articles of Association. |

| No. | The original articles | Amendments |
|---|---|---|
| | (6) Formulation of Proposal<br><br>When formulating cash dividends distribution plan of the Company, the Board of Directors shall fully take into account the timing, conditions and minimum ratio, conditions for adjustment and decision-making procedures. The independent Directors shall explicitly give their views. The independent Directors may seek the opinions of the minority shareholders, prepare a dividend distribution proposal accordingly and present it directly to the Board of Directors for consideration.<br><br>Prior to the consideration of cash dividends distribution plan at a general meeting, the Company shall communicate with its shareholders, in particular, minority shareholders, through various channels for communication and interaction (including but not limited to telephone calls, facsimile, post and visits) to receive their opinions and request and respond to their concerns in a timely manner.<br><br>If the Company fails to determine its proposal of profit distribution of the year to which it relates as prescribed above or the lowest proportion of cash dividends under exceptional circumstances, the Company shall disclose the specific reasons therefor and opinions of independent Directors. The profit distribution proposal of the Company for the year shall be submitted to a general meeting for approval at which online voting is available.<br><br>The Supervisory Committee shall monitor the execution of policies on cash dividend and shareholder return plans, the compliance with relevant decision-making procedures and information disclosure requirements and other matters. | (6) Formulation of Proposal<br><br>When formulating cash dividends distribution plan of the Company, the Board of Directors shall fully take into account the timing, conditions and minimum ratio, conditions for adjustment and decision-making procedures. The independent Directors shall explicitly give their views. The independent Directors may seek the opinions of the minority shareholders, prepare a dividend distribution proposal accordingly and present it directly to the Board of Directors for consideration.<br><br>Prior to the consideration of cash dividends distribution plan at a general meeting, the Company shall communicate with its shareholders, in particular, minority shareholders, through various channels for communication and interaction (including but not limited to telephone calls, facsimile, post and visits) to receive their opinions and request and respond to their concerns in a timely manner.<br><br>If the Company fails to determine its proposal of profit distribution of the year to which it relates as prescribed above or the lowest proportion of cash dividends under exceptional circumstances, the Company shall disclose the specific reasons therefor and opinions of independent Directors. The profit distribution proposal of the Company for the year shall be submitted to a general meeting for approval at which online voting is available.<br><br>The Supervisory Committee shall monitor the execution of policies on cash dividend and shareholder return plans, the compliance with relevant decision-making procedures and information disclosure requirements and other matters. |

| No. | The original articles | Amendments |
|---|---|---|
| | (7) Criteria for making dividends<br><br>Where the Company is under a good operating condition, and the Board of Directors expects the Company to have a satisfactory growth rate and considers that its net asset per share is high, its share price does not reflect its share capital size and distributing dividends in shares will be in the interest of all its shareholders as a whole, the Company may propose profit distribution in share.<br><br>(8) Changes to the Profit Distribution Policies<br><br>If the Company adjusts its profit distribution policies in response to the economic environment or its operations, the adjusted policies shall comply with the relevant requirements of the CSRC and stock exchanges. Any proposed adjustments to such policies shall be discussed and considered at a meeting of the Board of Directors over a report examining the reasons therefor compiled by the Board of Directors and independent opinions from the independent Directors and thereafter proposed as a special resolution at a general meeting for approval providing the option of online voting. The Supervisory Committee shall examine such adjustments and reach a resolution thereon in accordance with procedures for its meetings. | (7) Criteria for making dividends<br><br>Where the Company is under a good operating condition, and the Board of Directors expects the Company to have a satisfactory growth rate and considers that its net asset per share is high, its share price does not reflect its share capital size and distributing dividends in shares will be in the interest of all its shareholders as a whole, the Company may propose profit distribution in share.<br><br>(8) Changes to the Profit Distribution Policies<br><br>If the Company adjusts its profit distribution policies in response to the economic environment or its operations, the adjusted policies shall comply with the relevant requirements of the CSRC and stock exchanges. Any proposed adjustments to such policies shall be discussed and considered at a meeting of the Board of Directors over a report examining the reasons therefor compiled by the Board of Directors and independent opinions from the independent Directors and thereafter proposed as a special resolution at a general meeting for approval providing the option of online voting. The Supervisory Committee shall examine such adjustments and reach a resolution thereon in accordance with procedures for its meetings. |

The existing articles will be renumbered accordingly upon the proposed amendments to the Articles of Association. The English version of the proposed amendments to the Articles of Association is unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

Details of the proposed amendment to the General Meeting Rules is set out below:

| NO. | THE ORIGINAL ARTICLES | AMENDMENTS |
|---|---|---|
| 3 | CHAPTER 8 RESOLUTION AND VOTING OF SHAREHOLDERS' GENERAL MEETINGS Article 65<br><br>The voting at the general meeting shall be taken by way of registered poll.<br><br>When the general meeting votes for election of Directors or Supervisors, the cumulative voting system may be adopted according to relevant laws, regulations, Listing Rules and the Articles of Association or the resolution of the general meeting.<br><br>The cumulative voting system as referred to in the preceding paragraph means that when a general meeting elects Directors or Supervisors, each share carries the same number of voting right as the number of Directors or supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors and Supervisors.<br><br>The method of cumulative voting will be adopted for the election of directors at the general meetings. Under this method, when two or more Directors are being nominated for election, for any share held by the shareholders, they will have the same number of votes which equals to the total number of Directors to be elected. Shareholders may cast all their votes on a particular candidate or on multiple candidates. | CHAPTER 8 RESOLUTION AND VOTING OF SHAREHOLDERS' GENERAL MEETINGS Article 65<br><br>The voting at the general meeting shall be taken by way of registered poll.<br><br>**<u>When the general meeting votes for election of Directors or Supervisors, the cumulative voting system may be adopted according to relevant laws, regulations, Listing Rules and the Articles of Association or the resolution of the general meeting. When a single shareholder and parties acting in concert with him hold equity interests of 30% or above, the cumulative voting system shall be adopted.</u>**<br><br>**<u>The cumulative voting system as referred to in the preceding paragraph means that when a general meeting elects Directors or Supervisors, each share carries the same number of voting right as the number of Directors or supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors and Supervisors.</u>** |

The existing articles will be renumbered accordingly upon the proposed amendments to the General Meeting Rules. The English version of the proposed amendments to the General Meeting Rules is unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

Details of the proposed amendments to the Board Meeting Rules are set out below:

| NO. | THE ORIGINAL ARTICLES | AMENDMENTS |
|---|---|---|
| 1 | CHAPTER 2 COMPOSITION AND POWER OF THE BOARD Article 3<br><br>The Board comprises of nine (9) Directors, at least on third of which are independent non-executive Directors and more than one twice are external Directors (refer to Directors who do not hold an office in the Company). Among them, at least one of the independent non-executive Directors must have appropriate professional qualifications or, accounting or related financial management expertise. The members of its Board may include staff representatives. | CHAPTER 2 COMPOSITION AND POWER OF THE BOARD Article 3<br><br>The Board comprises of nine (9) Directors, at least on third of which are independent non-executive Directors and more than one twice are external Directors (refer to Directors who do not hold an office in the Company). Among them, at least one of the independent non-executive Directors **shall be a professional accountant and at least one of the independent non-executive Directors shall be ordinarily resident in Hong Kong as required by the Hong Kong Listing Rules.** The members of its Board may include staff representatives. |
| 2 | CHAPTER 2 COMPOSITION AND POWER OF THE BOARD Article 9<br><br>The Audit Committee and the Remuneration and Review Committee and Nomination Committee shall be established by the Board of the Company. The Audit Committee shall comprise at least three (3) Directors, who shall be non-executive Directors only. The majority of the Audit Committee shall be independent non-executive Directors and one of them shall act as the convenor with at least one independent non-executive Director having appropriate professional qualifications required by the Hong Kong Listing Rules or, accounting or related financial management expertise. The Remuneration and Review Committee shall comprise at least three (3) Directors, with a majority of its members being independent non-executive Directors and one of them acting as the convenor. The Nomination Committee shall comprise at least three (3) Directors, with a majority of its members being independent non-executive Directors and one of them acting as the convenor. | CHAPTER 2 COMPOSITION AND POWER OF THE BOARD Article 9<br><br>The Audit Committee and the Remuneration and Review Committee and Nomination Committee shall be established by the Board of the Company. The Audit Committee shall comprise at least three (3) Directors, who shall be non-executive Directors only. The majority of the Audit Committee shall be independent non-executive Directors **and at least one of them shall acquire appropriate professional qualifications, or accounting or related financial management expertise as required by the Hong Kong Listing Rules. The convenor shall be an independent non-executive Director and a professional accountant.** The Remuneration and Review Committee shall comprise at least three (3) Directors, with a majority of its members being independent non-executive Directors and one of them acting as the convenor. The Nomination Committee shall comprise at least three (3) Directors, with a majority of its members being independent non-executive Directors and one of them acting as the convenor. |

| NO. | THE ORIGINAL ARTICLES | AMENDMENTS |
|---|---|---|
| | The Strategy and Investment Planning Committee and the Editorial and Publication Committee may also be established by the Board as required.<br><br>The main responsibilities of the Audit Committee are: (1) to recommend the engagement or removal of external audit institutions; (2) to supervise the internal audit system and its enforcement; (3) to be responsible for the communications between internal audit and external audit; (4) to audit the Company's financial information and its disclosure; (5) to review the Company's internal control system; (6) to implement controlling and daily management of the connected transactions; and (7) to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The main responsibilities of the Remuneration and Review Committee are: (1) to examine the assessment criteria of Directors and managers, conduct assessment and provide recommendations; and (2) to examine the remuneration policies and packages applicable to the Directors and senior management officers; and (3) to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The main responsibilities of the Strategy and Investment Planning Committee are to examine and advise on the Company's long-term development strategies and major investment decisions, and to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings. | The Strategy and Investment Planning Committee and the Editorial and Publication Committee may also be established by the Board as required.<br><br>The main responsibilities of the Audit Committee are: (1) to recommend the engagement or removal of external audit institutions; (2) to supervise the internal audit system and its enforcement; (3) to be responsible for the communications between internal audit and external audit; (4) to audit the Company's financial information and its disclosure; (5) to review the Company's internal control system; (6) to implement controlling and daily management of the connected transactions; and (7) to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The main responsibilities of the Remuneration and Review Committee are: (1) to examine the assessment criteria of Directors and managers, conduct assessment and provide recommendations; and (2) to examine the remuneration policies and packages applicable to the Directors and senior management officers; and (3) to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The main responsibilities of the Strategy and Investment Planning Committee are to examine and advise on the Company's long-term development strategies and major investment decisions, and to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings. |

| NO. | THE ORIGINAL ARTICLES | AMENDMENTS |
|---|---|---|
| | The main responsibilities of the Nomination Committee are: (1) to formulate the standards and procedure for selecting Directors, managers, and making proposals in connection therewith; (2) to identity for competent candidates of Directors and managers; (3) to evaluate candidates of Directors and managers, and to make proposals in connection therewith; (4) to assess the independence of independent non-executive Directors; and (5) to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The main responsibilities of the Editorial and Publication Committee are to examine and advise on material matters about the Company's editorial and publication businesses, and to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The special committees may engage intermediaries for professional advice. The expenses incurred there from shall be borne by the Company.<br><br>Each of the special committees shall report to the Board and submit its proposals to the Board for consideration and approval. | The main responsibilities of the Nomination Committee are: (1) to formulate the standards and procedure for selecting Directors, managers, and making proposals in connection therewith; (2) to identity for competent candidates of Directors and managers; (3) to evaluate candidates of Directors and managers, and to make proposals in connection therewith; (4) to assess the independence of independent non-executive Directors; and (5) to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The main responsibilities of the Editorial and Publication Committee are to examine and advise on material matters about the Company's editorial and publication businesses, and to perform other duties designated by any applicable law, regulation, the Listing Rules and/or the Board and the General Meetings.<br><br>The special committees may engage intermediaries for professional advice. The expenses incurred there from shall be borne by the Company.<br><br>Each of the special committees shall report to the Board and submit its proposals to the Board for consideration and approval. |

The existing articles will be renumbered accordingly upon the proposed amendments to the Board Meeting Rules. The English version of the proposed amendments to the Board Meeting Rules is unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

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)**

## NOTICE OF THE 2019 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2019 annual general meeting (the "**2019 AGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10 a.m. on Thursday, 21 May 2020 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolution(s):

### AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the "**Board**") of the Company for the year ended 31 December 2019.

2. To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2019.

3. To consider and approve the 2019 annual report of the Company.

4. To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2019.

5. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditors of the Company for the year 2020 with a term follwing the 2019 AGM ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.

6. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2019.

**AS SPECIAL RESOLUTIONS**

7. To consider and approve the proposed amendments to the Articles of Association of the Company as set out in the circular of the Company dated 3 April, 2020, and authorize the Board to deal on behalf of the Company with any relevant applications, approvals, registrations, filings and other related formalities or matters arising from the amendments to the Articles of Association of the Company, and to make further amendments as required by the relevant government or regulatory authorities, where necessary.

8. To consider and approve the proposed amendments to the General Meeting Rules of the Company as set out in the circular of the Company dated 3 April, 2020, and authorize the Board to deal on behalf of the Company with any relevant applications, approvals, registrations, filings and other related formalities or matters arising from the amendments to the General Meeting Rules of the Company, and to make further amendments as required by the relevant government or regulatory authorities, where necessary.

9. To consider and approve the proposed amendments to the Board Meeting Rules of the Company as set out in the circular of the Company dated 3 April, 2020, and authorize the Board to deal on behalf of the Company with any relevant applications, approvals, registrations, filings and other related formalities or matters arising from the amendments to the Board Meeting Rules of the Company, and to make further amendments as required by the relevant government or regulatory authorities, where necessary.

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

Sichuan, the PRC, 3 April 2020

* *For identification purpose only*

*Notes:*

1. The register of members of H shares of the Company will be closed from Wednesday, 22 April 2020 to Thursday, 21 May 2020 (both days inclusive), during which period no transfer of H shares of the Company can be registered. In order to qualify to attend and vote at the 2019 AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with 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 for registration on or before 4:30 p.m. on Tuesday, 21 April 2020.

2. Shareholders who are entitled to attend and vote at the 2019 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.

3. In order to be valid, 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 no later than 24 hours before the time for holding the 2019 AGM (i.e. 10 a.m. on Wednesday, 20 May 2020) or no later than 24 hours before the time for the holding of any adjournment thereof or no later 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 proxy form will not preclude shareholders from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the 2019 AGM.

5. Shareholders who intend to attend the 2019 AGM shall complete the reply slip and return it by hand or by post to the Company's H Shares Registrar on or before 4:30 p.m. on Wednesday, 29 April 2020.

6. The 2019 AGM is expected to last for less than half a day. Shareholders attending the 2019 AGM 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, Rongbei Shang Mao Avenue, Jinniu District, Chengdu, Sichuan, the PRC (Postal Code: 610081).