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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)

## 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 following 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).

*As at the date of this announcement, the Board comprises (a) Mr. He Zhiyong, Mr. Chen Yunhua and Mr. Yang Miao as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Han Xiaoming as nonexecutive Directors; and (c) Mr. Chan Yuk Tong, Ms. Xiao Liping and Mr. Fang Bingxi as independent non-executive Directors.*