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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") at 10:00 a.m. on Thursday, 21 January 2021 for the purposes of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTIONS

1. To approve, confirm and ratify the Products Sales and Cooperation Framework Agreement entered into between the Company and Sichuan Winshare Online E-commerce Co., Ltd.* (四川文軒在線電子商務有限公司) on 19 November 2020 (a copy of which has been produced to the EGM and marked "A" and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); approve the annual cap for each of the three years ending 31 December 2023 (as defined in the announcement of the Company dated 19 November 2020 and the relevant circular of the Company to be despatched to the shareholders of the Company in due course, and a copy of which has been produced to the EGM and marked "B" and initialled by the chairman of the EGM for identification purpose); and authorise any directors of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Agreement.

2. To approve, confirm and ratify the Publications Purchase Framework Agreement entered into between the Company and Sichuan Winshare Online E-commerce Co., Ltd. on 19 November 2020 (a copy of which has been produced to the EGM and marked "C" and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); approve the annual cap for each of the three years ending 31 December 2023 (as defined in the announcement of the Company dated 19 November 2020 and the relevant circular of the Company to be despatched to the shareholders of the Company in due course, and a copy of which has been produced to the EGM and marked "B" and initialled by the chairman of the EGM for identification purpose); and authorise any directors of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Agreement.

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

7 December 2020

* *For identification purposes only*

Notes:

1. The register of members of H shares of the Company will be closed from Tuesday, 22 December 2020 to Thursday, 21 January 2021 (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 EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration on or before 4:30 p.m. on Monday, 21 December 2020.

2. 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.

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 in Hong Kong, 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 EGM (i.e. 10:00 a.m. on Wednesday, 20 January 2021) 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 EGM or any adjournment thereof should you so wish.

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

5. Shareholders who intend to attend the EGM shall complete the reply slip and return it by hand or by post to the Company's H Shares Registrar in Hong Kong on or before 4:30 p.m. on Thursday, 31 December 2020.

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, Rongbei Shang Mao Avenue, Jinniu District, Chengdu, Sichuan, the PRC (Postal Code: 610081).

8. Precautionary measures for the EGM includes: (i) compulsory temperature screening/checks; (ii) submission of health and travel declaration form; (iii) wearing of surgical face mask; and (iv) no provision of refreshments or drinks. Any person who does not comply with the precautionary measures may be denied entry to the EGM venue. The Company would like to encourage Shareholders to vote on the relevant resolutions at the EGM by appointing the chairman of the EGM as their proxy, instead of attending the EGM in person.