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新華文軒出版傳媒股份有限公司

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 811)

SUPPLEMENTAL NOTICE OF 2020 ANNUAL GENERAL MEETING

Reference is made to the 2020 AGM Notice (the “**Original Notice**”) dated 31 March 2021 despatched by Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) on 31 March 2021 containing the 2020 annual general meeting (the “**2020 AGM**”) of the Company to be held at 10:00 a.m. on Friday, 21 May 2021 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) and the resolutions to be considered and, if thought fit, approved at the 2020 AGM.

After the Original Notice was despatched on 31 March 2021, the Company received a written notice on 4 May 2021 from Sichuan Xinhua Publishing and Distribution Group Co., Ltd.* (四川新華出版發行集團有限公司), a controlling shareholder of the Company, proposing to add new resolutions at the 2020 AGM to consider and, if thought fit, approve the (i) appointment of Mr. Luo Yong as an executive Director of the Company; (ii) appointment of Mr. Liu Longzhang as an executive Director of the Company; and (iii) appointment of Mr. Dai Weidong as a non-executive Director of the Company. Pursuant to Article 71 of the Articles of Association of the Company, when the Company convenes a general meeting, 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 ten (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 two (2) days upon receipt of the proposal. 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 5 May 2021 (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 2020 AGM of the Company will be held as per the date, time and place as set out in the Original Notice. And in addition to the resolutions set forth in the Original Notice, the Company will consider and, if thought fit, pass the following supplemental resolutions at the 2020 AGM:

AS ORDINARY RESOLUTIONS

7. To consider and approve the election of Mr. Luo Yong as an executive Director of the Company for a term commencing upon the conclusion of the 2020 AGM and expiring upon the expiration of the fourth session of the Board.
8. To consider and approve the election of Mr. Liu Longzhang as an executive Director of the Company for a term commencing upon the conclusion of the 2020 AGM and expiring upon the expiration of the fourth session of the Board.
9. To consider and approve the election of Mr. Dai Weidong as a non-executive Director of the Company for a term commencing upon the conclusion of the 2020 AGM and expiring upon the expiration of the fourth session of the Board.

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

Sichuan, the PRC, 5 May 2021

* *For identification purposes only*

Notes:

1. This supplemental notice should be read in conjunction with the Original Notice.
2. Please refer to the 2020 AGM Notice for details of other resolutions to be considered and approved at the 2020 AGM, closure of register of members, qualifications and registration procedures for attending the 2020 AGM, reply slip and other related matters.
3. The Company adopts the cumulative voting method to elect Directors (including executive Directors and non-executive Directors) at the 2020 AGM.

Cumulative voting method

When adopting the cumulative voting method for the election of Directors proposed in Resolutions 7, 8 and 9, each Share held by a Shareholder shall have the same number of voting rights as the number of Directors to be elected. A Shareholder may exercise his/her voting rights by splitting his/her votes evenly for each of the candidates for directorship corresponding to the number of Shares he/she holds; or by casting all his/her voting rights represented by each Share held by him/her corresponding to the number of Directors to be elected for a particular candidate for directorship; or by casting a portion of his/her votes represented by each Share held by him/her corresponding to the number of Directors to be elected for a certain number of candidates for directorship.

For example, under the cumulative voting method, the maximum number of valid voting rights that a Shareholder is entitled to cast are calculated on the basis of the total number of Shares held by such Shareholder times the number of Directors to be elected (3 persons). If such Shareholder holds 100 Shares, the maximum number of valid voting rights he can cast = 100 (the number of Shares held by him/her) x 3 = 300. The Shareholder could use his/her discretion to cast 300 votes evenly among 3 candidates, or to place all his/her votes on one particular candidate, or to split his/her votes to a number of candidates.

Where the total number of votes cast by a Shareholder for one or several of the candidate(s) for directorship is in excess of the number of voting rights represented by the total number of Shares held by him/her, the votes cast by the Shareholder shall be invalid, and the Shareholder shall be deemed to have waived his/her voting rights. Where the total number of votes cast for one or several candidate(s) for directorship by a Shareholder is less than the number of voting rights represented by the total number of Shares held by such Shareholder, the votes cast by the Shareholder shall be valid, and the voting rights represented by the shortfall between the votes actually cast and the votes which the Shareholder is entitled to cast shall be deemed to have been waived by the Shareholder.

Such resolution is passed when the number of votes cast in favour exceeds half of the number of voting Shares (on the basis of non-cumulative number of Shares) held by the Shareholders (including their proxies) attending the 2020 AGM.

4. If you intend to attend the 2020 AGM after reading the Original Notice, but fail to return the reply slip for attending the 2020 AGM, which was despatched on 31 March 2021 by the Company, before 4:30 p.m. on Friday, 30 April 2021, you may still attend the 2020 AGM.
5. Shareholders who are entitled to attend and vote at the 2020 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.
6. The supplemental form of proxy for use at the 2020 AGM enclosed in this circular should be read in conjunction with the form of proxy despatched on 31 March 2021. 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 2020 AGM (i.e. 10:00 a.m. on Thursday, 20 May 2021) 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 2020 AGM or any adjournment thereof should you so wish.
7. The 2020 AGM is expected to last for less than half a day. Shareholders attending the 2020 AGM shall be responsible for their own traveling and accommodation expenses.
8. The head office of the Company in the PRC is as follows: No. 6 Wenxuan Road, Rongbei Shangmao Avenue, Jiuniu District, Chengdu, Sichuan, the PRC (Postal code: 610081).

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