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.* (the "**Company**"), you should at once hand this circular with the accompanying 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.

winshare文轩

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)

ELECTION OF THE BOARD AND THE SUPERVISORY COMMITTEE OF THE FIFTH SESSION; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 8 of this circular.

The notice for convening the extraordinary general meeting (the "**EGM**") of the Company to be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") at 10 a.m. on Wednesday, 19 January 2022, is set out on pages 18 to 21 of this circular.

The form of proxy for use at the EGM is enclosed in this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver to the Company's Hong Kong 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 or any adjournment thereof or before the time appointed for taking the poll (i.e. 10 a.m. on Tuesday, 18 January 2022). Completion and delivery of the 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*

3 December 2021

CONTENTS

Pages

Definitions 1

Letter from the Board 3

Introduction 3

Election of the Board and the Supervisory Committee of the Fifth Session 4

Extraordinary General Meeting 6

Voting by Poll 6

Recommendations 7

Responsibility Statement 8

General Information. 8

Appendix I **Biographical Details of the Candidates of the Board of the Fifth Session** 9

Appendix II **Biographical Details of the Candidates of the Supervisory Committee of the Fifth Session** 15

Notice of Extraordinary General Meeting 18

In this 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 with a nominal value of RMB1.00 each, all of which are issued in the PRC, subscribed in Renminbi and listed on the SSE (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;
"Chairman"	the chairman of the Board;
"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 SSE and the Stock Exchange, respectively;
"Director(s)"	the director(s) of the Company;
"EGM"	the extraordinary general meeting of the Company to be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10 a.m. on Wednesday, 19 January 2022;
"EGM Notice"	the notice of the extraordinary general meeting set out on pages 18 to 21 of this circular;
"Group"	the Company and its subsidiaries;
"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 are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars (Stock Code: 811);
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;

"Nomination Committee"	the nomination committee of the Board;
"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 of the PRC);
"RMB"	Renminbi, the lawful currency of the PRC;
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong);
"Share(s)"	A Share(s) and H Share(s);
"Shareholder(s)"	shareholder(s) of the Company;
"SSE"	the Shanghai Stock Exchange;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Supervisor(s)"	the supervisor(s) of the Company; and
"Supervisory Committee"	the supervisory committee of the Company.

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. Luo Yong *(Chairman)*
Mr. Liu Longzhang (*Vice chairman*)

Non-Executive Directors:
Mr. Dai Weidong
Mr. Luo Jun
Mr. Zhang Peng
Mr. Han Xiaoming

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

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
Rong Bei Shang Mao Avenue
Jiuniu District
Chengdu, Sichuan
the PRC
(Postal Code: 610081)

Principal Place of Business in Hong Kong:
40th Floor Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

3 December 2021

To the Shareholders

Dear Sir or Madam,

ELECTION OF THE BOARD AND THE SUPERVISORY COMMITTEE OF THE FIFTH SESSION

INTRODUCTION

Reference is made to the announcement of the Company dated 1 December 2021 in relation to the proposed election of the Directors and Supervisors.

The purpose of this circular is to provide Shareholders with details of the election of the Board of the fifth session, the election of the Supervisory Committee of the fifth session and the determination of the remuneration of the Directors and Supervisors.

ELECTION OF THE BOARD AND THE SUPERVISORY COMMITTEE OF THE FIFTH SESSION

The term of office of the Company's Directors and Supervisors of the fourth session has expired. Pursuant to the Articles of Association and the relevant laws of the PRC, all the existing Directors and Supervisors shall continue to perform their duties as the Directors or Supervisors before a new session of the Board and the Supervisory Committee of the Company is elected. The Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session of the Board and the Supervisory Committee will be elected at the EGM. All the existing Directors and Supervisors have confirmed that they will continue to hold their offices and perform their duties in accordance with the Articles of Association and all relevant laws and regulations until the resolutions in relation to the appointment of the Directors and the Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session are passed at the EGM.

The Board of the fifth session shall comprise 9 Directors, including 3 executive Directors, 3 non-executive Directors and 3 independent non-executive Directors. The Supervisory Committee of the fifth session of the Company shall comprise 6 Supervisors, including 2 Supervisors representing the Shareholders, 2 independent Supervisors and 2 Supervisors representing the staff and workers of the Company.

Pursuant to the Articles of Association and the relevant laws of the PRC, the term of office of each Director and Supervisor (excluding the Supervisors representing the staff and workers of the Company) shall commence from the date of approval of his/her appointment by Shareholders at a general meeting of the Company until expiry of the relevant session of the Board and the Supervisory Committee, whereas the term of office of each Supervisor representing the staff and workers of the Company shall commence from the date of approval of his/her democratic appointment by the staff and workers of the Company and the formation of the new session of the Supervisory Committee until expiry of the relevant session of the Supervisory Committee. Upon expiry of the relevant session of the Board and the Supervisory Committee, all the retiring Directors and Supervisors, being eligible, may offer him/herself for re-election at the forthcoming general meeting of the Company.

The term of the Board and the Supervisory Committee of the fifth session will be for a period of three years which is proposed to commence on the date of approval by the Shareholders at the EGM. The Supervisors representing the staff and workers of the Company will be elected by the staff and workers of the Company democratically.

Mr. Luo Jun and Mr. Han Xiaoming, the respective retiring non-executive Directors, Ms. Xiao Liping, the retiring independent non-executive Director, and Mr. Li Xu and Ms. Liu Mixia, the respective retiring independent Supervisors, have notified the Company that, they will not seek for re-election and will retire from their offices of Director and Supervisor respectively on the date on which the Directors and Supervisors of the fifth session of the Board and the Supervisory Committee are appointed. Mr. Luo Jun shall cease to be a member of the Company's Remuneration and Review Committee and a member of the Company's

Nomination Committee and Mr. Han Xiaoming shall cease to be the chairman of the Company's Strategy and Investment Planning Committee while Ms. Xiao Liping shall also cease to be a member of the Company's Remuneration and Review Committee and the chairlady of the Company's Nomination Committee upon their respective retirement. Mr. Luo Jun, Mr. Han Xiaoming, Ms. Xiao Liping, Mr. Li Xu and Ms. Liu Mixia have confirmed that they have no disagreement with the Board and the Supervisory Committee and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders. Except for the retiring Directors and Supervisors mentioned in this paragraph, the other retiring Directors and Supervisors are eligible and will seek for re-election.

As mentioned above, Mr. Luo Jun, Mr. Han Xiaoming and Ms. Xiao Liping will not seek for re-election and will retire from their offices of Director on the date on which the Directors of the fifth session of the Board are appointed. Therefore, having considered the opinions of the Nomination Committee of the Company, the Board has nominated (I) Mr. Luo Yong, Mr. Liu Longzhang, Mr. Dai Weidong, Mr. Zhang Peng, Mr. Chan Yuk Tong and Mr. Fang Bingxi, all being retiring Directors, and (II) Mr. Li Qiang, Mr. Ke Jiming and Mr. Li Xu as the candidates for election as new Directors for the next session of the Board. The next term of office shall commence from the date of approval of their appointments by the Shareholders at the EGM until the expiry date of the relevant session of the Board.

The Supervisory Committee has nominated Mr. Tang Xiongxing and Mr. Chao Hsun, both being retiring Supervisors representing the Shareholders, as candidates for re-election as Supervisors representing the Shareholders for the term of office for the next session commencing from the date of approval of their appointments by the Shareholders at the EGM until the expiry date of the relevant session of the Supervisory Committee. As mentioned above, Mr. Li Xu and Ms. Liu Mixia will not seek for re-election and will retire from their offices of independent Supervisor on the date on which the Supervisors of the fifth session of the Supervisory Committee are appointed. Therefore, the Supervisory Committee has nominated Mr. Feng Jian and Ms. Wang Li as candidates for election as new independent Supervisors for the next session of the Supervisory Committee.

Ms. Lan Hong and Ms. Wang Yan, both being the Supervisors representing the staff and workers of the fourth session of the Supervisory Committee of the Company, will or will not be democratically re-elected as the Supervisors representing the staff and workers of the fifth session of the Supervisory Committee by the staff and workers of the Company.

The resolutions on election of the Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session are subject to the approval by the Shareholders at the EGM by way of ordinary resolutions.

The Company will issue an announcement as required under Rule 13.51(2) of the Listing Rules as soon as practicable when the resolutions on election of the Supervisors representing the Shareholders and the independent Supervisors are approved at the EGM and the Supervisors representing the staff and workers are elected by the staff and workers of the Company democratically.

Each of the above candidates for election as Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) will be presented individually to the Shareholders for voting at the EGM. The biographical details of all the above candidates for election as members of the Board and the Supervisory Committee of the fifth session (excluding the Supervisors representing the staff and workers of the Company) are set out in Appendix I and Appendix II to this circular respectively.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 10 a.m. on Wednesday, 19 January 2022 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC, for the Shareholders to consider and, if thought fit, approve (among other things) the appointment of the Directors and the Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session. The votes will be taken by poll at the EGM.

The notice of the EGM is set out on pages 18 to 21 of this circular.

The form of proxy for use at the EGM is enclosed in this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver to the Company's Hong Kong 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 (or any adjournment thereof) or before the time appointed for taking the poll (i.e. 10 a.m. on Tuesday, 18 January 2022). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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 shall be taken by way of poll pursuant to Article 95 of the Articles of Association.

On a poll, every Shareholder attending the EGM 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.

No Shareholder is required to abstain from voting in connection with the resolutions to be resolved at the EGM.

RECOMMENDATIONS

The Nomination Committee had evaluated the performance of each of the retiring Directors and found each of them valuable to the Board. In reviewing the structure of the Board, the Nomination Committee had considered a range of diversity perspectives as set out in the diversity policy of the Board, including but not limited to the diversity of educational background, professional experience, skills and knowledge, for nominating talented and capable person(s) to lead the Company.

The Board, on the recommendation of the Nomination Committee, proposed that Mr. Chan Yuk Tong and Mr. Fang Bingxi to stand for re-election as the independent non-executive Directors of the Company and Mr. Li Xu to stand for election as the independent non-executive Director of the Company at the EGM. Mr. Chan Yuk Tong, Mr. Fang Bingxi and Mr. Li Xu also provided their written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed their independence respectively.

In addition, the Nomination Committee also considered that Mr. Li Xu has solid economic, financial and management knowledge and relevant working experiences necessary for serving as an independent non-executive Director, and has the ability to provide independent, balanced and objective opinions on the Company's affairs. Accordingly, the Nomination Committee and the Board recommend Mr. Li Xu to be appointed as the independent non-executive Director, which is believed to be in the best interests of the Company and its Shareholders as a whole, and can bring valuable contribution to the Board and its diversity.

The Directors are of the opinion that the appointment of the Directors and Supervisors (excluding the Supervisors representing the staff and workers of the Company) of the fifth session is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By order of the Board
Xinhua Winshare Publishing and Media Co., Ltd.*
Luo Yong
Chairman

* *For identification purposes only*

Set out below are the biographical details of the candidates of the Board of the fifth session:

EXECUTIVE DIRECTORS

Mr. Luo Yong, aged 58, is currently the party secretary and Chairman of the Company, and the party secretary and chairman of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. He served as a journalist of Ganzi Publishing House (甘孜報社), the office director, assistant to the president, vice president, president, party secretary and chief editor of Sichuan Minzu Publishing House (四川民族出版社). He served as the deputy director, deputy party secretary, president, party secretary and chairman of the management committee of Sichuan Publishing Group Co., Ltd. Mr. Luo served as the general manager of the Company from July 2008 to December 2013 and served as an executive Director of the Company from September 2011 to December 2017. He has been the Chairman of the Company since May 2021 and has been the party secretary of the Company since April 2021. Mr. Luo graduated from the department of Chinese of Southwest Minzu University with a major in journalism, and successively completed a professional course in journalism from the faculty of arts of Southwest Minzu University and executive master of business administration program of Renmin University of China. He possesses the professional qualification as an editor and enjoys a special government subsidy granted by the State Council. He has been awarded the 11th "Taofen Publishing Award" (韜奮出版獎) and bestowed the honorable titles such as "the Leading Talents in the National Press and Publishing Industry" (全國新聞出版行業領軍人才), "the Cultural Masters and the Four First-Batch Talents" (文化名家暨四個一批人才) by the Publicity Department, and the "Four First-Batch Talents" (四個一批人才) by the propaganda and culture system of Sichuan Province.

Mr. Liu Longzhang, aged 54, is currently a member of the party committee and the vice chairman of the Company. He is the deputy party secretary, vice chairman and general manager of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. He was the deputy chief of the secretary division and chief of the general division of the Committee for Economic System Reform in Dujiangyan City, Sichuan Province (四川省都江堰市經濟體制改革委員會); the principal staff member and deputy director of the general division, director of the research division and deputy director of the Government Research Office of Sichuan Province (四川省政府研究室); party committee member and department party secretary of the General Office of Sichuan Provincial Government (四川省政府辦公廳) and director of the Government Affairs Management Office (政務服務管理辦公室); department party secretary and deputy head of the publicity department of Sichuan Provincial Committee. He has been the vice chairman of the Company since May 2021 and has been a member of the party committee of the Company since April 2021. Mr. Liu graduated from the department of philosophy of Beijing Normal University with a major in philosophy.

Mr. Li Qiang, aged 48, is currently the deputy party secretary and general manager of the Company. He worked at the textbook department of Sichuan Xinhua Publishing Group as deputy manager of sales department and manager of marketing centre and operations centre. He served as an assistant to general manager, deputy manager and general manager of the textbook distribution department of the Company, and was the Supervisor and deputy general manager of the Company. He also served as the general manager and chairman of Sichuan Winshare Education Technology Co., Ltd., and the director of Sichuan Yaxinshengxiang Education Technology Co., Ltd. He has been the general manager of the Company since April 2019 and has been the deputy party secretary of the Company since June 2021. Mr. Li graduated from Wuhan University with a bachelor's degree in book publication. He is also a senior economist (高級經濟師) and a senior political engineer (高級政工師).

NON-EXECUTIVE DIRECTORS

Mr. Dai Weidong, aged 52, is currently a non-executive Director of the Company and the deputy party secretary, vice chairman and general manager of Sichuan Cultural Industry Investment Group Co., Ltd. He served as a cadre and a staff member of the business division of the confidential bureau of Sichuan Provincial Committee, a staff member, a senior staff member and a principal staff member of the General Office of Sichuan Provincial Committee (四川省委辦公廳), deputy director and director of the secretary division of the General Office of Sichuan Provincial Committee, deputy director of the Standing Committee Office of Sichuan Provincial Committee, deputy-bureau-level confidential secretary and bureau-director-level confidential secretary of the General Office of the CPC Publicity Department, bureau-director-level confidential secretary of the CPPCC General Office, deputy party secretary, vice chairman and president of Sichuan Publishing Group. Since May 2021, he has been a non-executive Director of the Company. Mr. Dai graduated from Sichuan University with majors in Chinese language and literature, and obtained a master's degree in politics and economics from Sichuan University.

Mr. Ke Jiming, aged 51, is currently a member of the party committee, a director and the deputy general manager of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. He served as a teacher in the History Department of Sichuan University, a senior staff member, a principal staff member and an assistant investigator of the organization department of Chengdu Municipal Committee, the deputy office director of the propaganda department, the director of the law research office, and the chief of the cadres management office of the Sichuan Provincial Committee. He has obtained a part-time doctoral degree. Mr. Ke graduated from Sichuan University with a bachelor's degree, a master's degree and a doctoral degree in history successively.

Mr. Zhang Peng, aged 57, is currently a non-executive Director of the Company; assistant to the chief executive, head of organization department of the Party Committee and head of human resources department of Sichuan Cultural Industry Investment Group Co., Ltd. and chairman of Sichuan Cultural Investment Aikexing Education Technology Co., Ltd. (四川文投愛科行教育科技有限責任公司). He held the positions of editor and the manager of the chief editor office of Sichuan People's Publishing House and director, assistant to the chief executive and office manager of Sichuan Publishing Group Co., Ltd. Since May 2013, he has been a non-executive Director of the Company. Mr. Zhang graduated from the Chinese Department of Sichuan College of Education (四川教育學院) and obtained a master's degree in journalism from the Graduate Department of the Sichuan Academy of Social Sciences (四川省社會科學院).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yuk Tong, aged 59, is currently an independent non-executive Director of the Company and a director of Ascenda Cachet CPA Limited. Mr. Chan served as manager and audit principal of Ernst & Young; director of G2000 (Apparel) Limited; the deputy general manager of the accounting and finance department of Dongfeng Motor Group Company Limited; Mr. Chan also served as an independent non-executive director of several listed companies in the PRC and Hong Kong including Hua Yin International Holdings Limited, FDG Electric Vehicles Limited and China Fortune Investments (Holding) Limited. Mr. Chan was an independent non-executive Director of the Company from 2006 to 2013 and has been re-appointed as independent non-executive Director, chairman of Audit Committee and Remuneration and Review Committee, member of Nomination Committee of the Company in February 2016. Mr. Chan successively obtained a bachelor's degree in commerce from the University of Newcastle of Australia and a master's degree in business administration from the Chinese University of Hong Kong. He is currently a fellow member of The Hong Kong Institute of Certified Public Accountants and a member of Australian Society of Certified Practicing Accountants.

Mr. Fang Bingxi, aged 59, is currently an independent non-executive Director of the Company, independent director of Sinoseal Holding Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 300470), and general manager of the southwest branch of China United Assets Appraisal Group. Mr. Fang was a workshop officer and the head of production division of the Shaanxi No.1 Thermal Generator Accessories Factory (陝西省內燃機配件一廠) and served as the deputy general manager of Oriental Asset Appraisal Limited (東方資產評估事務所). Mr. Fang has extensive practical experience in asset valuation and capital operation, having participated in approximately one thousand asset valuation projects and performed asset valuation for IPO of over 30 companies since he entered the business of asset valuation over twenty years ago. Mr. Fang is currently a technical expert in the asset appraisal industry of China Appraisal Society, the chairman of the Advisory Committee of Sichuan Appraisal Society (四川省資產評估協會諮詢委員會) and an expert of the Expert Base of Sichuan Appraisal Society (四川資產評估協會專家庫). Since October 2017, he has been appointed as the independent non-executive Director of the Company, and served as an independent director of Sinoseal Holding Co., Ltd. since May 2021. Mr. Fang completed an advanced post-graduate program in accounting at the Southwestern University of Finance and Economics (西南財經大學) and is currently an asset valuer.

Mr. Li Xu, aged 58, is currently an independent Supervisor of the Company, partner of Sichuan Tianhua Accounting Firm (四川天華會計師事務所) and general manager of Sichuan Jiuhua Asset Management Co., Ltd. (四川九華資產管理有限公司) respectively. Mr. Li was a lecturer of the School of Business Administration of Southwestern University of Finance and Economics, the legal representative and the general manager of Sichuan Tianhua Accounting Firm, the legal representative, general manager and partner of Sichuan Zhongtianhua Asset Appraisal Co., Ltd. He was also the fourth session committee member of the Chinese Institute of Certified Public Accountants, a mentor of master students of the School of Accounting of Southwestern University of Finance and Economics, a chief committee member of the Education and Training Committee of Sichuan Institute of Certified Public Accountants. He has been independent Supervisor of the Company since February 2016. Mr. Li graduated from Southwestern University of Finance and Economics and obtained a bachelor's degree and a master's degree in economics.

Save as disclosed above, each of the candidates of the Board in this appendix has respectively confirmed that (i) he does not hold any position in the Company or any other member of the Company; (ii) he did not hold any directorship in other listed companies for the past three years; (iii) he does not have any relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and has not been penalised by the China Securities Regulatory Commission (CSRC) and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed above, the Company and each of the candidates of the Board consider that there are no other matters involved which are required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the respective approvals of the resolutions regarding the appointment of each of the candidates of the Board by the Shareholders at the EGM, their respective appointments as Directors will become effective immediately and the Company will enter into service contracts with each of them. Their terms of office will be for a period of three years commencing from the date of approval by the Shareholders at the EGM. As for the remuneration of the candidates of the Board as set out in this appendix, considering their respective duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions, the Board recommended that the remuneration of the proposed Directors be determined as follows:

The Suggested Remuneration Benchmark Standards of Directors

No.	**Type of Directors**	**Suggested Standards**
1	executive Director	The remuneration for executive Director(s) holding concurrent position(s) in the Company will be determined based on the current position(s) held by him and his service contract entered into with the Company. Such executive Director(s) will not receive any remuneration from his position as Director.
2	non-executive Director	RMB90,000 per annum (before tax)
3	independent non-executive Director (within the PRC)	RMB150,000 per annum (before tax)
4	independent non-executive Director (outside the PRC)	RMB240,000 per annum (before tax)
5	Chairman	RMB1,165,000 per annum (before tax), performance-based bonus shall be paid according to the operating results of the Company.
6	vice Chairman	RMB990,000 per annum (before tax), performance-based bonus shall be paid according to the operating results of the Company.

Note: If the Directors nominated by the State-owned Shareholders hold positions in the company of the Shareholders and receive remuneration, they will not receive remuneration from the Company in accordance with relevant requirements.

In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, all Directors are entitled to be reimbursed for the expenses (such as travellng, accommodation and communication expenses) incurred during their performance of duties, and they are also entitled to receive a corresponding allowance for attending each meeting of the Company; in respect of non-executive Directors and independent non-executive Directors, they are entitled to a further allowance of RMB50,000 (before tax) per annum for acting as the chairman of each Board committee, a further allowance of RMB30,000 (before tax) per annum for acting as the member of each Board committee.

Set out below are the biographical details of the candidates of the Supervisory Committee of the fifth session (excluding Supervisors representing the staff and workers of the Company):

SUPERVISORS REPRESENTING THE SHAREHOLDERS

Mr. Tang Xiongxing, aged 54, is currently the chairman of the Supervisory Committee of the Company and the vice secretary of the party committee of Sichuan Cultural Industry Investment Group Co., Ltd. He previously served as a principal staff member of the spiritual civilisation construction office of Sichuan Province, the director, deputy secretary-general and secretary-general of the law research office and party secretary of the publicity department of the Sichuan Provincial Committee, a member of the party committee and the director of the propaganda department of Guang'an City, Sichuan Province, PRC. Since December 2017, he was appointed as a Supervisor and the chairman of the Supervisory Committee of the Company. Mr. Tang holds a bachelor's degree in laws from Sichuan Normal University and a master's degree in history from Yunnan University.

Mr. Chao Hsun, aged 33, is currently a Supervisor of the Company and the executive vice president of Chengdu Hua Sheng Group. He served as an officer and head of operations in MICON Precise Corporation, and the director of investment and operations of Chengdu Hua Sheng Group. He has been a Supervisor of the Company since May 2017. Mr. Chao obtained a bachelor's degree in social science from Tamkang University in Taiwan and a master's degree in public affairs from Indiana University of Pennsylvania.

INDEPENDENT SUPERVISORS

Mr. Feng Jian, aged 58, is currently a professor and PhD tutor of the School of Accounting of Southwestern University of Finance and Economics, and an independent director of Sichuan Jiuzhou Electric Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 000801), Sichuan Jiuyuan Yinhai Software Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 002777), Xiamen Yaxon Network Co., Ltd., and Enwei Pharmaceutical Co., Ltd., respectively. Mr. Feng has been a director of the Audit Office of Southwestern University of Finance and Economics, chairman and general manager of Southwestern University of Finance and Economics Press, and an independent director of a number of companies, including Yunnan Malong Industry Group Co., Ltd., Chengdu Westone Information Industry Inc., Sichuan Expressway Company Limited, Sichuan Dikang Sci & Tech Pharmaceutical Industry Co., Ltd., Chengdu B-Ray Media Co., Ltd., Sichuan Star Cable Co., Ltd., Bank of Luoyang Co., Ltd. and Chengdu Information Technology of Chinese Academy of Sciences Co., Ltd.. He served as an independent director of Sichuan Jiuzhou Electric Co., Ltd. since August 2017, and served as an independent director of Sichuan Jiuyuan Yinhai Software Co., Ltd. since November 2017. Mr. Feng graduated from Southwestern University of Finance and Economics with a bachelor's degree in accounting and a doctorate degree in finance.

Ms. Wang Li, aged 60, is currently the vice chairman and secretary general of Sichuan Publishers Association (四川省出版工作者協會). She held the positions of salesperson, books and arts publicity, and the league branch secretary of Chengdu Xinhua Bookstore (成都市新華書店) on Renmin South Road, deputy director, director and the secretary of the youth league committee of the Party Committee Office and director of the Manager's Office of Chengdu Xinhua Bookstore, deputy director of the Manager's Office of Sichuan Xinhua Publishing Group, and deputy director and director of Manager's Office of the Company. Ms. Wang graduated with a bachelor's degree from the Party School of Sichuan Provincial Committee of C.P.C for Provincial Authorities majoring in economic management, and completed the economics and management MBA master's course from Sichuan University in August 2002. Ms. Wang is a senior political engineer (高級政工師).

Save as disclosed above, each of the candidates of the Supervisory Committee in this appendix has respectively confirmed that (i) he/she does not hold any position in the Company or any other member of the Company; (ii) he/she did not hold any directorship in other listed companies for the past three years; (iii) he/she does not have any relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) he/she does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and has not been penalised by the China Securities Regulatory Commission (CSRC) and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed above, the Company and each of the candidates of the Supervisory Committee consider that there are no other matters involved which are required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the respective approvals of the resolutions regarding the appointment of each of the candidates of the Supervisory Committee by the Shareholders at the EGM, their respective appointments as Supervisors will become effective immediately and the Company will enter into service contracts with each of them. Their terms of office will be for a period of three years commencing from the date of approval by the Shareholders at the EGM. As for the remuneration of the candidates of the Supervisory Committee as set out in this appendix, considering their respective duties and responsibilities with the Company, the Company's remuneration policy, the performance and profitability of the Company and market conditions, the Board of Directors recommended that the remuneration of the proposed Supervisors be determined as follows:

The Suggested Remuneration Benchmark Standards of Supervisors

No.	Type of Supervisors	Suggested Standards
1	Supervisors representing the Shareholders	RMB90,000 per annum (before tax)

No.	Type of Supervisors	Suggested Standards
2	Supervisor representing the staff and workers	The remuneration for Supervisor(s) representing the staff and workers holding concurrent position(s) in the Company will be determined based on the current position(s) held by him/her and his/her employee contract entered into with the Company.
3	independent Supervisor	RMB100,000 per annum (before tax)

Note: If the Supervisors nominated by the State-owned Shareholders hold positions in the company of the Shareholders and receive remuneration, they will not receive remuneration from the Company in accordance with relevant requirements.

In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, all Supervisors are entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during their performance of duties, and they are also entitled to receive a corresponding allowance for attending each meeting of the Company.

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 an extraordinary general meeting (the "**EGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10 a.m. on Wednesday, 19 January 2022 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC, for the purpose of considering and, if thought fit, passing the following resolutions:

*Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 3 December 2021 (the "**Circular**").*

ORDINARY RESOLUTIONS

1. To consider and approve the proposed remuneration standards for the executive Directors and non-executive Directors of the fifth session of the Board of the Company.

2. To consider and approve the proposed remuneration standards for the independent non-executive Directors of the fifth session of the Board of the Company.

3. To consider and approve the proposed remuneration standards for the Supervisors of the fifth session of the Supervisory Committee of the Company.

4.00 Resolutions on the election of the executive Directors and non-executive Directors of the fifth session of the Board of the Company, including:

4.01 To re-elect Mr. Luo Yong as an executive Director of the Company with a term of three years commencing from the date of EGM.

4.02 To re-elect Mr. Liu Longzhang as an executive Director of the Company with a term of three years commencing from the date of EGM.

4.03 To elect Mr. Li Qiang as an executive Director of the Company with a term of three years commencing from the date of EGM.

4.04 To re-elect Mr. Dai Weidong as a non-executive Director of the Company with a term of three years commencing from the date of EGM.

4.05 To elect Mr. Ke Jiming as a non-executive Director of the Company with a term of three years commencing from the date of EGM.

4.06 To re-elect Mr. Zhang Peng as a non-executive Director of the Company with a term of three years commencing from the date of EGM.

5.00 Resolutions on the election of the independent non-executive Directors of the fifth session of the Board of the Company, including:

5.01 To re-elect Mr. Chan Yuk Tong as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.

5.02 To re-elect Mr. Fang Bingxi as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.

5.03 To elect Mr. Li Xu as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.

6.00 Resolutions on the election of the Supervisors not representing the staff and workers of the fifth session of the Supervisory Committee of the Company, including:

6.01 To re-elect Mr. Tang Xiongxing as a Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of EGM.

6.02 To re-elect Mr. Chao Hsun as a Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of EGM.

6.03 To elect Mr. Feng Jian as an independent Supervisor of the Company with a term of three years commencing from the date of EGM.

6.04 To elect Ms. Wang Li as an independent Supervisor of the Company with a term of three years commencing from the date of EGM.

("Cumulative voting method" will be adopted in respect of all the sub-resolutions under Resolutions No. 4.00, No. 5.00 and No. 6.00. Please refer to Note 4 for details.)

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

Sichuan, the PRC, 3 December 2021

Notes:

1. The register of members of H Shares of the Company will be closed from Monday, 20 December 2021 to Wednesday, 19 January 2022 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong H Shares Registrar, Computershare Hong Kong Investor Services Limited, at Shops 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration on or before 4:30 p.m. on Friday, 17 December 2021.

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 Hong Kong 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 EGM (i.e. 10 a.m. on Tuesday, 18 January 2022) 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 copy of notarial certificate 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. The Company adopts the cumulative voting method to elect Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and Supervisors (excluding the Supervisors representing the staff and workers of the Company) at the EGM.

   Cumulative voting method

   When adopting the cumulative voting method for the election of Directors and Supervisors proposed in all sub-resolutions under Resolutions No. 4.00, No. 5.00 and No. 6.00, each Share held by a Shareholder shall have the same number of voting rights as the number of Directors and Supervisors to be elected. A Shareholder may exercise his/her voting rights by splitting his/her votes evenly for each of the candidates for Director or Supervisor 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 and Supervisors to be elected for a particular candidate for Director or Supervisor; or by casting a portion of his/her votes represented by each Share held by him/her corresponding to the number of Directors or Supervisors to be elected for a certain number of candidates for Director or Supervisor.

   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 or Supervisors to be elected (13 persons). If such Shareholder holds 100 Shares, the maximum number of valid voting rights he/she can cast = 100 (the number of Shares held by him/her) x13= 1,300. The Shareholder could use his/her discretion to cast 1,300 votes evenly among 13 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 Director(s) or Supervisor(s) 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 Director(s) or Supervisor(s) 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 EGM.

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

6. Shareholders of H Shares who intend to attend the EGM shall complete the reply slip and return it by hand or by post to the Company's Hong Kong H Shares Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Wednesday, 29 December 2021.

7. The EGM is expected to last for not more than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.

As at the date of this announcement, the Board comprises (a) Mr. Luo Yong and Mr. Liu Longzhang as executive Directors; (b) Mr. Dai Weidong, 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.

* *For identification purposes only*