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)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the "**2021 AGM**") of Xinhua Winshare Publishing and Media Co., Ltd.* (the "**Company**") will be held at 10:00 a.m. on Tuesday, 24 May 2022 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC for the purposes of considering and, if thought fit, passing the following resolutions:

Unless otherwise specified, the terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 April 2022 (the "**Circular**").

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board of the Company for the year ended 31 December 2021.

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 2021.

3. To consider and approve the 2021 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 2021.

5. To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditor of the Company for the year 2022 with a term ending at the conclusion of the next annual general meeting of the Company following the 2021 AGM, and to authorise the Board to fix the remunerations of the auditors and internal control auditor.

6. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2021.

* *For identification purposes only*

7. To consider and approve the election of Mr. Lau Tsz Bun as an independent non-executive Director of the Company for a term commencing upon the conclusion of the 2021 AGM and expiring upon the expiration of the fifth session of the Board of the Company.

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

Sichuan, the PRC, 1 April 2022

Notes:

1. The register of members of H Shares of the Company will be closed from Sunday, 24 April 2022 to Tuesday, 24 May 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 2021 AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with 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 for registration on or before 4:30 p.m. on Friday, 22 April 2022.

2. Shareholders who are entitled to attend and vote at the 2021 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 H Shareholders of the Company 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 no later than 24 hours before the time for holding the 2021 AGM (i.e. 10 a.m. on Monday, 23 May 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 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 2021 AGM or any adjournment thereof should they so wish.

4. Shareholders or their proxies shall produce their identity documents when attending the 2021 AGM.

5. H Shareholders who intend to attend the 2021 AGM shall complete the reply slip and return it by hand or by post 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, on or before 4:30 p.m. on Tuesday, 3 May 2022.

6. The 2021 AGM is expected to last for less than half a day. Shareholders attending the 2021 AGM shall be responsible for their own travelling and accommodation expenses.

7. The head office of the Company in the PRC is as follows: No. 6 Wenxuan Road, Rongbei Shangmao Avenue, Jinniu District, Chengdu, Sichuan, the PRC (Postal code: 610081).

As at the date of this notice, the Board comprises (a) Mr. Luo Yong, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Mr. Zhang Peng as non-executive Directors; and (c) Mr. Chan Yuk Tong, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*