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.

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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)

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF 2021 ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular.

The 2021 annual general meeting (the "**2021 AGM**") of the Company is to be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") at 10:00 a.m. on Tuesday, 24 May 2022. The relevant notice is set out on pages 7 to 8 of this circular.

The form of proxy for use at the 2021 AGM is enclosed in this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy for the 2021 AGM in accordance with the instructions printed thereon 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. 10:00 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. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

1 April 2022

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In this circular, the following expressions shall have the meanings stated below unless the context otherwise requires:

"2021 AGM"	the 2021 annual general meeting of the Company to be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 10:00 a.m. on Tuesday, 24 May 2022;
"2021 AGM Notice"	the notice of 2021 AGM of the Company set out on pages 7 to 8 of this circular;
"A Share(s)	Renminbi-denominated ordinary share(s) of the Company of RMB1.00 each, all of which are issued in the PRC, subscribed in Renminbi and listed on the Shanghai Stock Exchange (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 Company;
"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 Shanghai Stock Exchange and the Stock Exchange, respectively;
"CSRC"	China Securities Regulatory Commission;
"Director(s)"	the director(s) of the Company;
"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 the Hong Kong Special Administrative Region of the PRC, 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" or "Shanghai Stock Exchange"	the Shanghai Stock Exchange; and
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.

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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)

Executive Directors:
Mr. Luo Yong *(Chairman)*
Mr. Liu Longzhang *(Vice chairman)*
Mr. Li Qiang

Non-executive Directors:
Mr. Dai Weidong
Mr. Ke Jiming
Mr. Zhang Peng

Independent Non-executive Directors:
Mr. Chan Yuk Tong
Mr. Fang Bingxi
Mr. Li Xu

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
Rongbei Shangmao Avenue
Jinniu 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

1 April 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF 2021 ANNUAL GENERAL MEETING

INTRODUCTION

Reference is hereby made to the announcement of the Company dated 29 March 2022 in relation to, among other things, the proposal at the 2021 AGM to consider and, if thought fit, approve the appointment of Mr. Lau Tsz Bun ("**Mr. Lau**") as an independent non-executive Director of the Company.

* *For identification purposes only*

The purpose of this circular is to provide the Shareholders with (i) further information on the proposed appointment of Mr. Lau as an independent non-executive Director of the Company; and (ii) the 2021 AGM Notice.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

References are made to the announcements of the Company dated 17 February 2022 and 29 March 2022 regarding, inter alia, the resignation and proposed appointment of its independent non-executive Director. Based on the nomination of the Nomination Committee and the deliberation of the Board, the Board proposed to appoint Mr. Lau as an independent non-executive Director.

The biographical details of Mr. Lau are set out as follows:

Mr. Lau Tsz Bun (劉子斌), aged 52, is currently a director of PKF Consulting Inc. Limited (安鵬投資諮詢有限公司) and a partner of PKF Consulting (Shanghai) Co. Ltd. (瀚信企業管理諮詢(上海)有限公司). Mr. Lau served as an accounting staff and senior auditor of the audit department of Ernst & Young (安永會計師事務所), an audit manager in KPMG (畢馬威會計師事務所), a director of Premium Financial Consulting Co., Limited (普惠財務諮詢有限公司), a director of Finpass Consulting Company Limited, a partner of PKF Consulting Inc. (安鵬投資諮詢(上海)有限公司). From October 2017 to January 2020, he served as an independent non-executive director of Tianjin Tianbao Energy Co., Ltd.* (天津天保能源股份有限公司) (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 01671). Mr. Lau obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University (香港理工大學). He is a member of the Hong Kong Institute of Certified Public Accountants (香港會計師公會), a member of the Chartered Financial Analyst and a fellow member of the Association of Chartered Certified Accountants (特許公認會計師公會).

Save as disclosed above, Mr. Lau has confirmed that (i) he has not held any position in the Company or any other member of the Company; (ii) he has not held any directorship in other listed companies in the past three years; (iii) he has no relationship with any Directors, supervisors, senior management, substantial or controlling Shareholders of the Company; and (iv) he does not hold any interest in the Shares of the Company within the meaning of Part XV of the SFO and has not received any punishment or regulatory sanction imposed by the CSRC and other relevant authorities or stock exchanges.

Save as disclosed in this circular, the Company considers that there is no information which shall be disclosed nor is/was Mr. Lau involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Upon the passing of the resolution in relation to the proposed appointment of Mr. Lau as an independent non-executive Director of the Company by the Shareholders at the 2021 AGM, the appointment of Mr. Lau as an independent non-executive Director shall become immediately effective. His term of office shall commence from the date of the 2021 AGM until the expiry of the term of the fifth session of the Board. Mr. Chan Yuk Tong will immediately and formally resign as an independent non-executive Director of the Company.

Upon the approval of his appointment, Mr. Lau will enter into a service contract with the Company. According to the remuneration standards of the fifth session of the Board of the Company, the annual emoluments of Mr. Lau as an independent non-executive Director (outside the PRC) will be RMB240,000 (before tax). In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, Mr. Lau is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company; and he will be entitled to an additional allowance of RMB50,000 per annum (before tax) for serving as chairman of each committee of the Board and/or an additional allowance of RMB30,000 per annum (before tax) for serving as a member of each committee of the Board. Mr. Lau does not have any previous service contracts entered into with the Company in relation to his appointment as an independent non-executive Director of the Company.

2021 ANNUAL GENERAL MEETING

The 2021 AGM will be held at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC on Tuesday, 24 May 2022 at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve, among other things, the appointment of Mr. Lau as an independent non-executive Director of the Company. A vote will be taken by way of poll at the 2021 AGM.

The 2021 AGM Notice is set out on pages 7 to 8 of this circular.

The form of proxy for use at the 2021 AGM is enclosed in this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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. 10:00 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. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM 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 2021 AGM Notice at the 2021 AGM shall be taken by way of poll pursuant to Article 95 of the prevailing Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative at the 2021 AGM 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.

RECOMMENDATIONS

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. Lau to stand for election as the independent non-executive Director of the Company. Mr. Lau has provided his written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed his independence.

In addition, the Nomination Committee also considered that Mr. Lau has solid accounting 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. Lau to be appointed as the independent non-executive Director, which is believed to be in the best interests of the Company and the Shareholders as a whole, and can bring valuable contribution to the Board and its diversity.

The Directors are of the opinion that the proposed appointment of Mr. Lau as an independent non-executive Director of the Company 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 resolution to be proposed at the 2021 AGM.

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.

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

* *For identification purposes only*

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*