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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)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**2022 AGM**”) of Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) will be held at 10:00 a.m. on Thursday, 18 May 2023 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of Directors (the “**Board**”) of the Company for the year ended 31 December 2022.
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 2022.
3. To consider and approve the 2022 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 2022.
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 2023 with a term ending at the conclusion of the next annual general meeting of the Company following the 2022 AGM, and to authorise the Board to fix the remunerations of the auditors and internal control auditor.
6. To consider and approve the liability insurance related matters of the Directors, Supervisors and senior management.
7. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2022.

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

Sichuan, the PRC, 31 March 2023

Notes:

1. The register of members of H Shares of the Company will be closed from Tuesday, 18 April 2023 to Thursday, 18 May 2023 (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 2022 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 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, 17 April 2023.
2. Shareholders who are entitled to attend and vote at the 2022 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 2022 AGM (i.e. 10:00 a.m. on Wednesday, 17 May 2023) 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 2022 AGM or any adjournment thereof should they so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the 2022 AGM.
5. H Shareholders who intend to attend the 2022 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 Thursday, 27 April 2023.
6. The 2022 AGM is expected to last for less than half a day. Shareholders attending the 2022 AGM shall be responsible for their own travelling and accommodation expenses.
7. The head office of the Company in the PRC is as follows: Xinhua Star Tower A, No. 238, Sanse Road, Jinjiang District, Chengdu, Sichuan, the PRC (Postal code: 610063).

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. Lau Tsz Bun, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.

* *For identification purposes only*