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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)

**PROFIT DISTRIBUTION OF THE COMPANY;
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
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 9:30 a.m. on Wednesday, 20 December 2023, is set out on pages 9 to 10 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, no later 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. 9:30 a.m. on Tuesday, 19 December 2023). 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*

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DEFINITIONS

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 Shanghai Stock Exchange (Stock Code: 601811);
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Audit Committee”	the audit committee of the Board;
“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 SSE and the Stock Exchange, respectively;
“CSRC”	China Securities Regulatory Commission;
“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 9:30 a.m. on Wednesday, 20 December 2023;
“EGM Notice”	the notice of the extraordinary general meeting set out on pages 9 to 10 of this circular;
“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;

DEFINITIONS

“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 of the 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; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD

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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. Zhou Qing (Chairman)
Mr. Liu Longzhang (Vice chairman)
Mr. Li Qiang

Registered Office in the PRC:

Unit 1, Block 1
No. 238 Sanse Road
Jinjiang District
Chengdu, Sichuan the PRC

Non-Executive Directors:

Mr. Dai Weidong
Mr. Ke Jiming
Ms. Tan Ao

Head Office in the PRC:

Xinhua Star Tower A
No. 238 Sanse Road
Jinjiang District
Chengdu, Sichuan the PRC
(Postal Code: 610063)

Independent Non-executive Directors:

Mr. Lau Tsz Bun
Mr. Fang Bingxi
Mr. Li Xu

Principal Place of Business in Hong Kong:

40th Floor Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

2 November 2023

To the Shareholders

Dear Sir or Madam,

**PROFIT DISTRIBUTION OF THE COMPANY;
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with (i) further information on the profit distribution of the Company; (ii) further information on the proposed appointment of Mr. Deng Fumin as an independent non-executive Director of the Company; and (iii) the EGM Notice.

* For identification purposes only

LETTER FROM THE BOARD

PROFIT DISTRIBUTION OF THE COMPANY

As stated in the announcement of the Company dated 30 October 2023 in relation to the profit distribution of the Company and the closures of register of members, the Board recommended the payment of a one-off special dividend for the nine months ended 30 September 2023 (the “**2023 Special Dividend**”). The proposed distribution of profit (2023 Special Dividend) is as follows: a 2023 Special Dividend of approximately RMB222.0914 million (including tax) in total, at RMB0.18 per share (including tax), shall be paid to the Shareholders based on the 1,233,841,000 shares of the issued share capital of the Company as at 30 September 2023. Dividends for holders of A Shares will be declared and paid in RMB, whereas dividends for holders of H Shares will be declared in RMB and paid in Hong Kong dollars, the exchange rate of which will be calculated based on the average exchange rate published by the People’s Bank of China within one week prior to the EGM.

The proposed 2023 Special Dividend is subject to the approval by the Shareholders at the EGM and a resolution will be proposed at the EGM for the Shareholders to vote. If the resolution for the payment of the 2023 Special Dividend is passed at the EGM, the 2023 Special Dividend will be paid on or before 20 February 2024.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is hereby made to the announcement of the Company dated 30 October 2023 in relation to, among other things, the proposal at the EGM to consider and, if thought fit, approve the appointment of Mr. Deng Fumin (“**Mr. Deng**”) as an independent non-executive Director of the Company.

Based on the recommendation of the Nomination Committee and the deliberation of the Board, the Board proposed to appoint Mr. Deng as an independent non-executive Director.

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

Mr. Deng Fumin (鄧富民), aged 51, is a professor and doctoral supervisor, and the dean of the Business School of Sichuan University (四川大學商學院). He had served as a teaching assistant and lecturer at Sichuan University, the director and vice president of the Engineering Master Education Center of the School of Business Administration (工商管理學院工程碩士教育中心), the vice dean and executive vice dean of the Business School. Mr. Deng serves as the executive director of the Chinese Society of Optimization, Overall Planning and Economical Mathematics (中國優選法統籌法與經濟數學研究會), the executive director of the Chinese Academy of Management (中國管理現代化研究會), and the executive vice chairman of the Systems Engineering Society of Sichuan (四川省系統工程學會). His main research directions are technological progress and industrial development, quality management, corporate governance, etc. Mr. Deng is responsible for and participating in 26 scientific research projects such as projects of the National Social Science Fund of China (國家社科基金), major social science planning projects of the province, projects of the National Natural Science Foundation of China (國家自科基金), and projects entrusted by different units. He has published more than 60 academic papers in journals such as *Economic Research* (《經濟研究》), *Management World* (《管理世界》), *Industrial Marketing Management*, and *Fuzzy Optimization and Decision Making*, and has been awarded the first prize of Sichuan Province’s Social Science Outstanding Achievements once (first place) (四川省社科優秀成果一等獎1次(第一)), the

LETTER FROM THE BOARD

second prize of Sichuan Province's Social Science Outstanding Achievements twice (first place) (四川省社科優秀成果二等獎2次(第一)), the second prize of Sichuan Province's Science and Technology Progress Award (四川省科學技術進步二等獎), and the third prize of China University Humanities and Social Sciences Outstanding Achievements (中國高校人文社科優秀成果三等獎). Mr. Deng was named among the twelfth batch of Sichuan Province's Academic and Technology Leaders (第十二批四川省學術和技術帶頭人) in August 2018, awarded the Sichuan Province Special Prize for Higher Education Teaching Achievements (四川省高等教育教學成果特等獎) in 2022, and awarded the second prize of National Award in Teaching Achievement for Higher Education (Undergraduate) (高等教育(本科)國家級教學成果獎二等獎) in 2023. Mr. Deng graduated from Sichuan University majoring in business management, and obtained a doctorate degree in management.

Save as disclosed above, Mr. Deng 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. Deng 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. Deng as an independent non-executive Director of the Company by the Shareholders at the EGM, the appointment of Mr. Deng as an independent non-executive Director shall become immediately effective. His term of office shall commence from the date of the EGM until the expiry of the term of the fifth session of the Board. Mr. Fang Bingxi will immediately and formally resign as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee of the Company.

Upon the approval of his appointment, Mr. Deng 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. Deng as an independent non-executive Director (within the PRC) will be RMB150,000 (before tax). In addition to the aforesaid annual remunerations, unless otherwise provided by the relevant PRC laws and regulations, Mr. Deng 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. Deng 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.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 9:30 a.m. on Wednesday, 20 December 2023 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, (i) the profit distribution of the Company; and (ii) the appointment of Mr. Deng as an independent non-executive Director of the Company. The votes will be taken by poll at the EGM.

The EGM Notice is set out on pages 9 to 10 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. 9:30 a.m. on Tuesday, 19 December 2023). 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.

CLOSURES OF REGISTER OF MEMBERS FOR H SHARES

In order to ascertain the Shareholders who are entitled to attend the EGM and to receive the dividend (if approved by the Shareholders), the register of members for H Shares will be closed by the Company during the following periods:

To ascertain the H Shareholders who are qualified to attend and vote at the EGM:

Latest time for lodging transfers of H Shares	4:30 p.m., Friday, 17 November 2023
Closure of register of members for H Shares	from Monday, 20 November 2023 to Wednesday, 20 December 2023 (both days inclusive)
Date for holding the EGM	Wednesday, 20 December 2023

To ascertain the H Shareholders who are entitled to the proposed dividend:

Latest time for lodging transfers of H Shares	4:30 p.m., Wednesday, 27 December 2023
Closure of register of members for H Shares	from Thursday, 28 December 2023 to Tuesday, 2 January 2024 (both days inclusive)
Dividend entitlement date	Tuesday, 2 January 2024

LETTER FROM THE BOARD

In order for the H Shareholders to qualify to attend and vote at the EGM and to receive the 2023 Special Dividend (if approved by the Shareholders) proposed by the Company, all transfer documents accompanied by the relevant share certificates 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 before the abovementioned deadlines for lodging the transfer documents.

H Shareholders whose names appear on the register of members of the Company on Tuesday, 2 January 2024 are entitled to the 2023 Special Dividend of the Company (if approved by the Shareholders).

H Shareholders are advised to consult their own taxation advisers about the tax effect in respect of owning and disposal of H Shares if they are in any doubt as to the above arrangements.

Shareholders should read this paragraph carefully. Should there be anyone who intends to change his/her identity as a Shareholder, please seek advice on the relevant procedures from the nominees or trustees. The Company is neither obliged nor responsible for ascertaining the identities of the Shareholders. In addition, the Company will withhold corporate income tax and individual income tax in strict compliance with the relevant laws or regulations and the registered information on the H share register of members as at the dividend entitlement date, and will not entertain or assume responsibility for any requests or claims in relation to any delay or inaccuracies in ascertaining the identity of the Shareholders or any disputes over the arrangements for withholding the corporate income tax and individual income tax.

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

On a poll, every Shareholder attending the EGM in person or by proxy or (being a corporation) by its duly authorized 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.

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, gender and knowledge, for nominating talented and capable person(s) to lead the Company.

LETTER FROM THE BOARD

The Board, on the recommendation of the Nomination Committee, proposed that Mr. Deng to stand for election as the independent non-executive Director of the Company. Mr. Deng 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. Deng has solid economics and corporate 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. Deng 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. Deng 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 favor of the relevant resolution to be proposed at the EGM.

The Directors are of the opinion that the profit distribution 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 favor of the relevant resolution 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.

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

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

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(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 9:30 a.m. on 20 December 2023 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, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 2 November 2023 (the “Circular”).

ORDINARY RESOLUTIONS

1. To consider and approve the Resolution in relation to the Proposal of the Profit Distribution of the Company for the First Three Quarters of 2023.
2. To consider and approve the election of Mr. Deng as an independent non-executive Director of the Company for a term commencing upon the conclusion of the EGM 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.*
Chairman
Zhou Qing

Sichuan, the PRC, 2 November 2023

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of H Shares of the Company will be closed from Monday, 20 November 2023 to Wednesday, 20 December 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 EGM, 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration on or before 4:30 p.m. on Friday, 17 November 2023.
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 behalves. 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 EGM (i.e. 9:30 a.m. on Tuesday, 19 December 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 EGM or any adjournment thereof should they so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the EGM.
5. H Shareholders 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 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 Wednesday, 29 November 2023.
6. The EGM is expected to last for less than half a day. Shareholders attending the EGM 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 Sanshe Road, Jinjiang District, Chengdu, Sichuan, the PRC (Postal code: 610063).

As at the date of this notice, the Board comprises (a) Mr. Zhou Qing, Mr. Liu Longzhang and Mr. Li Qiang as executive Directors; (b) Mr. Dai Weidong, Mr. Ke Jiming and Ms. Tan Ao as non-executive Directors; and (c) Mr. Lau Tsz Bun, Mr. Fang Bingxi and Mr. Li Xu as independent non-executive Directors.