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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)

**PROPOSED CHANGES IN THE CONTENT OF A PROJECT TO BE
INVESTED USING THE A SHARE ISSUE PROCEEDS;
PROPOSED DISTRIBUTION OF THE INTERIM DIVIDEND FOR 2024;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 14 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, 16 October 2024, is set out on pages 15 to 16 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 (i.e. 9:30 a.m. on 15 October 2024) 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 EGM or any adjournment thereof should you so wish.

* *For identification purposes only*

30 August 2024

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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);
“A Share Prospectus”	the Prospectus on Initial Public Offering of A Shares of Xinhua Winshare Publishing and Media Co., Ltd. (《新華文軒出版傳媒股份有限公司首次公開發行A股股票招股說明書》) as set out in the overseas regulatory announcement dated 26 July 2016;
“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 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, 16 October 2024;
“EGM Notice”	the notice of the extraordinary general meeting set out on pages 15 to 16 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);

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Proposed Changes in the Content”	the Company’s proposed changes in the content of the Publications regarding the Revival of the Chinese Culture Project, which is one of the projects to be invested using the A Share Issue Proceeds;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Sichuan People’s Publishing House”	Sichuan People’s Publishing House Co., Ltd.* (四川人民出版社有限公司);
“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.

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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:

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Mr. Liu Longzhang (Vice chairman)
Mr. Li Qiang

Registered Office:

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Jinjiang District
Chengdu, Sichuan, the PRC

Non-executive Directors:

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Mr. Ke Jiming
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30 August 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGES IN THE CONTENT OF A PROJECT TO BE
INVESTED USING THE A SHARE ISSUE PROCEEDS;
PROPOSED DISTRIBUTION OF THE INTERIM DIVIDEND FOR 2024;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with (i) further information on the proposed changes in the content of a project to be invested using the A Share issue proceeds; (ii) further information on the proposed distribution of the interim dividend for 2024; and (iii) the EGM Notice.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGES IN THE CONTENT OF A PROJECT TO BE INVESTED USING THE A SHARE ISSUE PROCEEDS

As stated in the announcement of the Company dated 27 August 2024, the gross proceeds from the initial public offering of A Shares of the Company were approximately RMB702,815,200, and the net proceeds were approximately RMB645,175,100 (the “**A Share Issue Proceeds**”) after deducting the issuing expenses of approximately RMB57,640,100. The A Share Issue Proceeds were fully received on 2 August 2016, and the Company carried out special account depository management for the A Share Issue Proceeds. The A Share Issue Proceeds are planned to be used for the education cloud service platform project, construction and upgrade of ERP project, Publications regarding the Revival of the Chinese Culture Project, upgrade and expansion of retail stores project and construction of logistics network in the western region project.

(I) Information on the Project before the Proposed Changes in the Content

According to the A Share Prospectus, the total investment of the Publications regarding the Revival of the Chinese Culture Project (the “**Publications regarding the Revival of the Chinese Culture Project**”), one of the projects to be invested using the A Share Issue Proceeds, was RMB50 million, of which RMB10 million was proposed to be invested using the A Share Issue Proceeds, and the remaining amount was to be funded by the self-financing of the Company.

The purpose of the Publications regarding the Revival of the Chinese Culture Project is to systematically edit and publish more than 1,000 book varieties on Chinese culture series (the book publishing plan) by integrating the Company’s publication resources, cooperating with renowned experts and scholars, and collaborating with its five publishing houses, as well as to lay the groundwork for the promotion and research of Chinese culture in China and establish the media for the dissemination of Chinese culture in the world by setting up a website on Chinese culture (the cultural website development plan) and producing feature film series on Chinese culture (the feature films plan), etc.

Before the Proposed Changes in the Content, the project is expected to have a pre-tax internal rate of return of 15.93% and a post-tax internal rate of return of 15.93% over a nine-year calculation period (including a five-year publication period and a four-year reprint and rebroadcast period).

Due to changes in market demand, the Publications regarding the Revival of the Chinese Culture Project has not yet been launched, and the A Share Issue Proceeds have not been used for it.

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(II) Information on the Project after the Proposed Changes in the Content

In order to improve the efficiency of the use of the A Share Issue Proceeds, the Company proposes to change the content of the Publications regarding the Revival of the Chinese Culture Project. The content of the project after the Proposed Changes in the Content includes “Heritage Book Series” and “New Reading Series”, with Sichuan People’s Publishing House as the implementing entity. The total investment is RMB21,546,100, of which RMB10,172,400 in total is to be funded by the principal from the A Share Issue Proceeds and the interest income therefrom (which is as of 30 June 2024, subject to the amount to be settled by the bank as of the date of transfer), and the remaining amount will be funded by the self-financing of the Company, with a construction period of six years. The name and direction of the project and the principal from the A Share Issue Proceeds to be used for it will remain unchanged. Details of the Proposed Changes in the Content are as follows:

(I) Basic information and investment plan of the project

1. Basic information of the project

Project name: Publications regarding the Revival of the Chinese Culture Project

Project implementing entity: Sichuan People’s Publishing House

Project contents: Heritage Book Series and New Reading Series

Project construction period: six years

2. Investment plan of the project

After the Proposed Changes in the Content, the total investment of the project is planned to be RMB21,546,100, of which RMB10,172,400 in total is to be funded by the principal from the A Share Issue Proceeds and the interest income therefrom (which is as of 30 June 2024, subject to the amount to be settled by the bank as of the date of transfer), and the remaining amount is to be funded by the self-financing of the Company. After the Proposed Changes in the Content, the name and direction of the Publications regarding the Revival of the Chinese Culture Project and the principal from the A Share Issue Proceeds to be used for it will remain unchanged. The project investment plan is as follows:

Unit: RMB0’000

Series	First year	Second year	Third year	Fourth year	Fifth year	Sixth year	Total
Heritage Book Series	–	–	144.26	679.32	318.67	255.81	1,398.06
New Reading Series	6.44	92.71	79.37	173.02	358.55	46.46	756.55
Total	6.44	92.71	223.63	852.34	677.22	302.27	2,154.61

Note: Any discrepancies between the last digits of the total number and those of the sum of individual items in the above table are due to rounding.

LETTER FROM THE BOARD

(1) Heritage Book Series

The Heritage Book Series project consists of three series, namely “Archaeology Series”, “Cultural Heritage Series” and “Ba-Shu Culture Series”. The investment of the Heritage Book Series project is expected to be RMB13,980,600 during the construction period, starting from the third year of the project period, and the progress of the investment plan is as follows:

Total Investment and Progress Schedule of the Heritage Book Series

Unit: RMB0'000

Investment content	First year	Second year	Third year	Fourth year	Fifth year	Sixth year	Total
Printing and paper costs	–	–	114.21	380.50	170.00	143.55	808.25
Draft fee	–	–	23.82	248.80	101.92	89.10	463.64
Publicity and promotion costs	–	–	6.23	43.07	41.01	20.48	110.79
Others	–	–	–	6.95	5.74	2.69	15.38
Total	–	–	144.26	679.32	318.67	255.81	1,398.06

Note: Any discrepancies between the last digits of the total number and those of the sum of individual items in the above table are due to rounding.

(2) New Reading Series

The New Reading Series project consists of two series, namely “New Insights into Chinese Culture Series” and “New Interpretations of Classical Literature Series”. The investment of the New Reading Series project is expected to be RMB7,565,500 during the construction period, starting from the first year of the project period, and the progress of the investment plan is as follows:

Total Investment and Progress Schedule of the New Reading Series

Unit: RMB0'000

Investment content	First year	Second year	Third year	Fourth year	Fifth year	Sixth year	Total
Printing and paper costs	6.44	67.20	51.83	97.45	220.42	30.04	473.38
Draft fee	–	22.53	22.13	54.51	108.98	7.04	215.18
Publicity and promotion costs	–	2.98	5.41	18.43	22.58	7.29	56.70
Others	–	–	–	2.63	6.57	2.09	11.29
Total	6.44	92.71	79.37	173.02	358.55	46.46	756.55

Note: Any discrepancies between the last digits of the total number and those of the sum of individual items in the above table are due to rounding.

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(II) Economic benefit analysis of the project

During the six-year calculation period, the project is expected to achieve a cumulative net profit of RMB2,590,600, a net profit margin of 11.76%, an internal rate of return of 8.49%, a static payback period of 5.73 years and a dynamic payback period of 5.88 years (discount rate of 5%). The main economic benefit indicators are estimated as follows:

Investment Income Statement of the Project

Main indicators	Estimated amount
Total investment (RMB0'000)	2,154.61
Expected cumulative revenue (RMB0'000)	2,202.41
Expected cumulative net profit (RMB0'000)	259.06
Expected net profit margin (%)	11.76%
Internal rate of return (%)	8.49%
Expected static payback period (years)	5.73
Expected dynamic payback period (years)	5.88

(III) Necessity and feasibility analysis of the project

1. Necessity of the project

With the rapid development of society and the continuous renewal and iteration of culture, the Proposed Changes in the Content enable China's excellent traditional culture to be recorded systematically and scientifically, which will help to better inherit and spread China's excellent traditional culture. At present, there are limited quality publications and even fewer systematic publications regarding China's excellent traditional culture. Such Proposed Changes in the Content may deepen readers' understanding of China's excellent traditional culture and meet their cultural and spiritual needs. The in-depth study of China's excellent traditional culture is conducive to better inheriting and spreading China's excellent traditional culture, and such Proposed Changes in the Content are conducive to increasing the depth and width of relevant study, and realizing the creative transformation and innovative development of China's excellent traditional culture. It is the Company's cultural responsibility to disseminate China's excellent traditional culture and the achievements of contemporary development in China among a wide range of readers. Such Proposed Changes in the Content are conducive to aggregating high-quality publication resources, focusing on the goal of spreading China's excellent traditional culture together, boosting the cultural self-confidence, insisting on the original mission, and making new contributions to promoting the building of a culturally powerful province and a cultural power. The books involved in the project after the Proposed Changes in the Content are selected from the important theme sections that the public likes to read, and are created in a distinctive, differentiated and serialized way, which can improve the brand influence and market share of books of Sichuan People's Publishing House. In summary, such Proposed Changes in the Content will help the Company further integrate its high-quality resources, promote the extension of the Company's content value chain, continuously expand market share and improve efficiency, and achieve sustainable development.

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2. *Feasibility analysis of the project*

In terms of the industry development, China attaches great importance to the cultural industry, and continuously published relevant policies to support the development of the book publication industry in recent years. The Opinions on Implementing the Work of Inheriting and Developing China's Outstanding Traditional Culture (《關於實施中華優秀傳統文化傳承發展工程的意見》) in 2017 and the Special Plan for the Publication of National Key Books, Audio-visual and Electronic Publications during the 14th Five-Year Plan Period (《「十四五」時期國家重點圖書、音像、電子出版物出版專項規劃》) in 2021 further emphasize that it is necessary to strengthen the collation, compilation and publication of Chinese cultural classics and the protection and dissemination of classic literature, and make effort in the translation and publication of the classic literature. **In terms of the market,** according to the National Bureau of Statistics, both residents' per capita consumption expenditure and per capita consumption expenditure on education, culture and entertainment increased in 2023, which is conducive to further expanding the publication scale. According to the 21st National Reading Survey Report (《第二十一次全國國民閱讀調查報告》), in 2023, the overall reading rate among adults and the books reading rate among minors both showed an increase trend, and the number of per capita printed books read also experienced growth. It shows that the level of citizen education has improved, and the consumer group increased. The intellectual property protection is continuously improved, which is conducive to stimulating the enthusiasm for book creation, protecting the legitimate rights and interests of all parties in the market, and promoting the sustainable and healthy development of the book industry. Major publishing entities and book e-commerce platforms are committed to “creating a good business environment, and promoting the high-quality development of publication and distribution”, thereby constantly improving the business environment. **In terms of the Company,** the Company has built a system covering five major segments namely creative content publishing, cultural consumption services, education services, supply chain services and capital operations, and conducted the operations throughout the industry chain. The Company has nine book publishing subsidiaries, published more than 6,000 books varieties annually, and has more than 100 varieties of key publications selected as national and provincial key projects, boasting a comprehensive range of publishing categories. The Company has organized and implemented large-scale excellent traditional culture inheritance and innovation publishing projects, such as “Su Triad Culture (三蘇文化) Publishing Project” and “Shu Road Culture (蜀道文化) Publishing Initiative”, accumulating rich culture and rich experience in project implementation.

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(III) Reasons for the Proposed Changes in the Content

1. *Identification of new growth points in the project*

In recent years, the books related to China's excellent traditional culture are deeply favored by readers, and in the meantime, have been attracting growing popularity in the market. According to Beijing OpenBook, from 2021 to 2023, the proportion of sales value of the traditional culture related books in the market continued to rise; from January to July 2024, the traditional cultural related books recorded a sales value of RMB2.263 billion, accounting for 4.95% of the total sales value in the market. The net shipment value of various traditional culture related books published by the Company such as *Approaching Sanxingdui* (《走近三星堆》) and Meizhou's *Su Triad* (《眉州三蘇》) exceeds RMB1.0 million. The content of the project mainly focuses on reinterpreting and promoting China's excellent traditional culture.

2. *Change in ways to access the Internet resulting from the development of information technology*

Before 2016, users primarily relied on computers for Internet access due to limited Internet connection speed. Based on this, the project before the Proposed Changes in the Content proposed a "Cultural Website Development Plan" to enhance its influence. According to the 2017 Statistical Bulletin on Communications Industry, the total number of 4G users reached 997 million in China, accounting for 70.21% of mobile phone users. Subsequently, 5G licenses were officially issued. According to the data from the Ministry of Industry and Information Technology, as of July 2024, the total number of mobile phone users of the three basic telecommunications companies and China Broadnet reached 1,772 million, representing a net increase of 28.12 million from the end of the previous year. Among them, the number of 5G mobile phone users reached 950 million, representing a net increase of 128 million from the end of the previous year, and accounted for 53.6% of the mobile phone users, representing an increase of 7 percentage points from the end of the previous year. Against the backdrop of a sudden increase in Internet connection speed, smartphones have replaced computers as the primary gateway for Internet access. As the "Cultural Website Development Plan" is reliant on computer webpage clicks, the model for further promoting and expanding the project's influence was materially impacted.

3. *Shift in users' media using patterns*

The influence of short-form video has been continuously rising. According to iResearch, the market size of short-form video reached RMB5.73 billion in 2017, representing a year-on-year increase of 183.9%. According to the 2023 Live and Short-form Video Industry Research Report released by the Live and Short-form Video Special Committee of the China Federation of Internet Societies, as of December 2023, the short-form video users in China reached 1,053 million, accounting for 96.4% of all Internet users. The audience for traditional feature films has declined significantly, and their influence has gradually waned. "Modern paper books", which are printed with intelligent QR codes linking to online content resources such as audio and short-form videos, have become a more popular, affordable and influential

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way to deliver additional value to readers. As such, a series of feature films on China's traditional culture designed under the project before the Proposed Changes in the Content have been replaced by various audio and short-form video that are more compatible with book content.

Accordingly, the Proposed Changes in the Content will better meet market demand and enhance the efficiency of the use of the A Share Issue Proceeds. The Board believes that the Proposed Changes in the Content are in the interests of the Company and its Shareholders as a whole.

(IV) Impact of the Proposed Changes in the Content on the Company

The name and direction of and the principal from the A Share Issue Proceeds to be used for the Publications regarding the Revival of the Chinese Culture Project will remain unchanged. The Proposed Changes in the Content are timely adjustments made based on the implementation of the Publications regarding the Revival of the Chinese Culture Project and the Company's current development needs. Such changes are beneficial for focusing the high-quality resources of the Company's publishing houses, promoting the extension of the Company's content value chain, and improving the brand influence and market share in the mass market. The changes will also help the Company to continuously expand market share and improve efficiency, achieve sustainable development, and further enhance its influence in the industry. The changes will not have any adverse impact on the Company's financial condition or production and operation, or involve any related party transactions.

The Proposed Changes in the Content do not involve any purchase of assets from its effective controller, nor cause any harm to the interests of the Company and its Shareholders as a whole.

(V) Potential Risks in Relation to the Project after the Proposed Changes in the Content

1. Personnel risk

Large-scale publishing projects are characterized by their high implementation difficulty and intensive workload, which place higher demands on the comprehensive capabilities of the personnel involved. Accordingly, the project may face risks such as talent loss, work skill gap, or team collaboration issues during its operation.

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2. *Progress risk*

Manuscript review is highly professional and requires strict adherence to the “three-level review and proofreading and one-level readthrough” system, resulting in a relatively slow process. For books involving highly specialized subjects, multiple rounds of discussion may be necessary. Large-scale projects require the publication of a large number of books in a relatively short period of time, which may encounter challenges in meeting the timeline for manuscript review and publication.

3. *Operational risk*

The project’s execution may encounter changes in relevant policies or market conditions, potentially causing a decline in the sales of books that were previously bestsellers. Furthermore, the influx of a large number of new books into the market could lead to an imbalanced allocation of marketing resources.

(VI) Opinions of the Supervisory Committee and the Sponsor

Both the supervisory committee of the Company and the sponsor for the initial public offering of A Shares have consented to the Proposed Changes in the Content and believe that such matter is in the interests of the Company and its Shareholders as a whole.

The above resolution has been approved at the tenth meeting of the fifth session of the Board of 2024 and the fourth meeting of the fifth session of the supervisory committee of 2024. The resolution is hereby submitted to the Shareholders at the EGM to consider and, if thought fit, to approve as an ordinary resolution.

PROPOSED DISTRIBUTION OF THE INTERIM DIVIDEND FOR 2024

As stated in the 2024 interim results announcement of the Company dated 27 August 2024, the Board has recommended the distribution of an interim dividend for the six months ended 30 June 2024. The distribution plan is as follows: RMB0.19 (tax inclusive) per Share, totaling approximately RMB234,429,790.00 (tax inclusive) (the “**Interim Dividend for 2024**”). The dividend for the A Shareholders will be declared and paid in RMB, and the dividend for the H Shareholders will be declared in RMB and paid in Hong Kong dollars, at the average exchange rate published by the People’s Bank of China within one week before the EGM.

The proposed distribution of the Interim Dividend for 2024 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 distribution of the Interim Dividend for 2024 is approved at the EGM, the Interim Dividend for 2024 will be paid on or before 16 December 2024.

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EXTRAORDINARY GENERAL MEETING

The EGM will be held at 9:30 a.m. on Wednesday, 16 October 2024 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC, for the Shareholders to consider and, if thought fit, approve (i) the changes in the content of a project to be invested using the A Share Issue Proceeds; and (ii) the distribution of the Interim Dividend for 2024. The votes will be taken by poll at the EGM.

The EGM Notice is set out on pages 15 to 16 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 (i.e. 9:30 a.m. on Tuesday, 15 October 2024) 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 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 Interim Dividend for 2024 (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, 13 September 2024
Closure of register of members for H Shares	from Monday, 16 September 2024 to Wednesday, 16 October 2024 (both days inclusive)
Date for holding the EGM	Wednesday, 16 October 2024

To ascertain the H Shareholders who are entitled to the proposed Interim Dividend for 2024:

Latest time for lodging transfers of H Shares	4:30 p.m., Monday, 21 October 2024
Closure of register of members for H Shares	from Tuesday, 22 October 2024 to Tuesday, 29 October 2024 (both days inclusive)
Dividend entitlement date	Tuesday, 29 October 2024

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In order for the H Shareholders to qualify to attend and vote at the EGM and to receive the Interim Dividend for 2024 (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 above mentioned deadlines for lodging the transfer documents.

H Shareholders whose names appear on the register of members of the Company on Tuesday, 29 October 2024 are entitled to the Interim Dividend for 2024 of the Company (if approved by the Shareholders).

H Shareholders are advised to consult their own tax 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

The Directors are of the opinion that the Proposed Changes in the Content and the proposed distribution of the Interim Dividend for 2024 are 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 resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

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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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 9:30 a.m. on 16 October 2024 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 30 August 2024 (the “Circular”).

ORDINARY RESOLUTIONS

1. To consider and approve the Resolution on Changes in the Content of a Project to be Invested Using the Proceeds of the Company.
2. To consider and approve the Resolution in relation to the Proposal of the Profit Distribution of the Company for the Half Year of 2024.

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

Sichuan, the PRC, 30 August 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of H Shares of the Company will be closed from 16 September 2024 to 16 October 2024 (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, 13 September 2024.
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 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 15 October 2024) 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, 25 September 2024.
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. Deng Fumin and Mr. Han Wenlong as independent non-executive Directors.

* *For identification purposes only*