
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

winshare 文軒

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 EXECUTIVE DIRECTOR; AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice for convening the extraordinary general meeting (the “**EGM**”) of the Company to be held at Xinhua Star Tower A, No. 238 Sanshe Road, Jinjiang District, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) at 9:30 a.m. on Wednesday, 11 March 2026, is set out on pages 8 to 9 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, 10 March 2026). 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*

12 February 2026

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	3
Introduction	3
Proposed Appointment of Executive Director	4
Extraordinary General Meeting	5
Voting by Poll	6
Recommendations	6
Responsibility Statement	7
Notice of Extraordinary General Meeting	8

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;
“Board”	the board of Directors of the Company;
“Chairman”	the Chairman of the Board;
“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;
“EGM”	the extraordinary general meeting of the Company to be held at Xinhua Star Tower A, No. 238 Sanse Road, Jinjiang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Wednesday, 11 March 2026;
“EGM Notice”	the notice of the extraordinary general meeting set out on pages 8 to 9 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 Province 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”	the Shanghai Stock Exchange; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

winshare 文軒

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. Zhou Qing (*Chairman*)

Mr. Liu Longzhang (*Vice chairman*)

Non-Executive Directors:

Mr. Ke Jiming

Ms. Tan Ao

Independent Non-executive Directors:

Mr. Lau Tsz Bun

Mr. Deng Fumin

Mr. Han Wenlong

Registered Office in the PRC:

Unit 1, Block 1

No. 238 Sanse Road

Jinjiang District

Chengdu, Sichuan

the PRC

Head Office in the PRC:

Unit 1, Block 1

No. 238, Sanse Road

Jinjiang District

Chengdu, Sichuan

the PRC

(Postal Code: 610000)

Principal Place of Business in Hong Kong:

40th Floor

Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

12 February 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is hereby made to the announcement of the Company dated 10 February 2026 in relation to, among other things, the proposal at the EGM to consider and, if thought fit, approve the appointment of Mr. Li Kun (“**Mr. Li**”) as an executive Director of the Company.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with (i) further information on the proposed appointment of Mr. Li as an executive Director of the Company; and (ii) the EGM Notice.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Based on the recommendation of the substantial Shareholders and the Nomination Committee of the Company and the deliberation of the Board, the Board proposed to appoint Mr. Li as an executive Director of the Company.

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

Mr. Li Kun, born in July 1971, is currently the deputy secretary of the party committee and a director of Sichuan Xinhua Publishing and Distribution Group Co., Ltd., and the deputy secretary of the party committee and general manager of the Company. From July 1993 to December 2022, he worked at Sichuan Daily Newspaper Group (the “**Group**”), where he successively served as its chief of the comprehensive management section of the finance department, and deputy director of the business development department; general manager of Sichuan Xin Wen Material Trading Co., Ltd.; director of the finance department of the Group; president and chairman of the editorial committee of Consumer Quality Press; director of the Group office (party committee office, security department), and assistant to the general manager, etc. He temporarily served as deputy general manager of West China Metropolis Daily, deputy chairman of the editorial committee and executive deputy general manager of West China Metropolis Daily. Since October 2012, he served as a member of the party committee and deputy general manager of Sichuan Daily Newspaper Group, and concurrently served as a supervisor of the Company from January 2011 to March 2015. Since December 2022, Mr. Li has been working at Sichuan Xinhua Publishing and Distribution Group Co., Ltd., where he successively served as a member of the party committee and deputy general manager, and deputy secretary of the party committee and a director of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. Since February 2026, he has been serving as the deputy secretary of the party committee and the general manager of the Company. Mr. Li graduated from Southwestern University of Finance and Economics, majoring in accounting, and obtained a bachelor’s degree in economics. He is also an accountant and a senior economist.

Save as disclosed above, Mr. Li 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, 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 been subject to any punishment by the CSRC and other relevant authorities or disciplined by any stock exchanges.

Save as disclosed in this circular, the Company considers that there is no information which shall be disclosed nor is/was Mr. Li 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.

LETTER FROM THE BOARD

Upon the passing of the resolution in relation to the proposed appointment of Mr. Li as an executive Director of the Company by the Shareholders at the EGM, the appointment of Mr. Li as an executive Director shall become immediately effective. Mr. Li's term of office shall commence from the date of approval of his appointment at the EGM until the date of re-election of the fifth session of the Board of the Company.

Upon the approval of his appointment, Mr. Li will enter into a service contract with the Company. Mr. Li will not receive any director's remuneration for serving as the executive Director. Mr. Li does not have any previous service contracts entered into with the Company in relation to his appointment as an executive Director of the Company.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 9:30 a.m. on Wednesday, 11 March 2026 at Xinhua Star Tower A, No. 238 Sanshe Road, Jinjiang District, Chengdu, Sichuan, the PRC, for the Shareholders to consider and, if thought fit, approve, among other things, the appointment of Mr. Li as an executive Director of the Company. The votes will be taken by poll at the EGM.

The EGM Notice is set out on pages 8 to 9 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, 10 March 2026). 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.

LETTER FROM THE BOARD

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 the resolution set out in the EGM Notice at the EGM shall be taken by way of poll pursuant to Article 88 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 authorised 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.

The Board, on the recommendation of the Nomination Committee, proposed that Mr. Li to be appointed as the executive Director of the Company.

The Nomination Committee considered that Mr. Li possesses the qualifications, expertise and experience necessary to act as an executive Director and is able to provide comprehensive advice on the Company's affairs. Accordingly, the Nomination Committee and the Board recommend Mr. Li to be appointed as an 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. Li as an 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 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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

winshare 文軒

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 11 March 2026 at Xinhua Star Tower A, No. 238 Sanshe Road, Jinjiang District, Chengdu, Sichuan, the PRC, for the purpose of considering and, if thought fit, passing the following resolution:

Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 12 February 2026 (the “Circular”).

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Li Kun as an executive Director of the Company for a term commencing from the date of approval of his appointment at the EGM until the date of re-election 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, 12 February 2026

* 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 Thursday, 5 March 2026 to Wednesday, 11 March 2026 (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 Wednesday, 4 March 2026. The record date shall be Wednesday, 11 March 2026.
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, 10 March 2026) 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. 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.
6. The head office of the Company in the PRC is as follows: Unit 1, Block 1, No. 238, Sanse Road, Jinjiang District, Chengdu, Sichuan, the PRC (Postal code: 610000).

As at the date of this notice, the Board comprises (a) Mr. Zhou Qing and Mr. Liu Longzhang as executive Directors; (b) 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.