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WINSHARE

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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

REFERENCE IS HEREBY MADE TO a notice of EGM (the “**Notice**”) which was issued by Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”) on 5 January 2016, stating that an extraordinary general meeting (the “**EGM**”) of the Company will be held at 10:30 a.m. on Thursday, 18 February 2016 at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, pass the resolutions in respect of the refreshment of the mandate of the A shares issue to be proposed at the EGM.

After the issue of the Notice on 5 January 2016, a written notice was received by the Company which was despatched from Sichuan Xinhua Publishing Group, a substantial shareholder of the Company, proposing that a new resolution to be added in the EGM to consider and, if thought fit, approve the appointment of Mr. Li Xu as an independent Supervisor of the Company. Pursuant to Article 62 of the Articles of Association, Shareholders individually or jointly holding more than 3% of the total number of the Shares of the Company with voting rights have a right to submit an ex tempore proposal to the convener in writing ten days prior to date of convening a general meeting. The convener of the general meeting shall issue a supplemental notice of the general meeting within two days upon receipt of the proposal so as to inform other shareholders, and shall include the proposed matters which are within the authorisation of the general meeting into the agenda as matters to be considered at the general meeting. The contents of the ex tempore proposal should be within the authorisation of the general meeting and have explicit issues and specific matters to be resolved.

As for the details of the aforesaid new resolution, please refer to the announcement of the Company dated 18 January 2016 (the “**Announcement**”). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM of the Company will be held at the same date, time and venue stated in the Notice. In addition to the resolutions as set out in the Notice, the Company will consider and, if thought fit, pass the following supplemental resolution at the EGM:

AS ORDINARY RESOLUTION

“THAT:

3. To consider and approve the election of Mr. Li Xu as an independent Supervisor of the Company with immediate effect from the conclusion of the EGM to the expiry of the term of the Supervisory Committee of the current session, and authorise the Board to determine his remuneration and implement the terms of the service contract.”

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

Sichuan, the PRC, 18 January 2016

* For identification purposes only

Notes:

1. This supplemental notice should be read together with the Notice.
2. For details of other resolutions to be considered and approved at the EGM, closure of registrar, eligibility for attending the EGM, registration procedures for attending the EGM, reply slip and other relevant matters, please refer to the Notice.
3. In the event that you wish to attend the EGM after reading the Notice but you are unable to return the reply slip for attending the EGM issued by the Company on 5 January 2016 before 27 January 2016, you may still attend the EGM.
4. The proxy form which was despatched along with the Notice (the “**Original Proxy Form**”) does not include the new resolution as set out in this supplemental notice. Accordingly, a revised proxy form (the “**Revised Proxy Form**”) was prepared by the Company and is enclosed herein.
 - (i) Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
 - (ii) In order to be valid, the Revised Proxy Form must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the EGM or any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. If the Revised 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 Revised Proxy Form. Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should you so wish.
 - (iii) For Shareholders who have lodged the Original Proxy Form to the Company or the Company’s H share registrar in Hong Kong, please be reminded that:
 - (a) Where a Shareholder has not returned the Revised Proxy Form to the Company or the Company’s H share registrar in Hong Kong, the Original Proxy Form (if completed correctly) shall be deemed a valid form of proxy returned by such Shareholder. The proxy appointed by the Shareholder in such manner shall be entitled to vote or abstain from voting at his/her discretion on any resolutions properly and duly put to the EGM other than those instructed in the Original Proxy Form, including the new resolution as set out in this supplemental notice.
 - (b) Where a Shareholder has returned the Revised Proxy Form to the Company or the Company’s H share registrar in Hong Kong 24 hours before the time scheduled for holding the EGM, the Original Proxy Form returned shall be revoked and substituted by the Revised Proxy Form and the Revised Proxy Form (if completed correctly) shall be deemed a valid form of proxy returned by such Shareholder.
 - (c) Where a Shareholder has returned the Revised Proxy Form to the Company or the Company’s H share registrar in Hong Kong less than 24 hours before the time scheduled for holding the EGM, the Revised Proxy Form shall be deemed invalid and the Original Proxy Form returned by such Shareholder shall also be revoked. The votes of the proxy purported to be appointed by the invalid or revoked proxy form (whether pursuant to the Original Proxy Form or the Revised Proxy Form) will not be counted in the votes in respect of the resolutions proposed. Accordingly, Shareholders are advised not to return the Revised Proxy Form after the deadline. In the event that such Shareholder wishes to vote at the meeting, he/she shall attend and vote at the meeting in person.
5. The EGM is expected to take less than half an hour. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
6. The head office in the PRC of the Company is as follows: No. 6 Wenxuan Road, Cheng Bei Shang Mao Avenue, Jinniu District, Chengdu, Sichuan 610081, the PRC.

As at the date of this notice, the Board comprises (a) Mr. He Zhiyong, Mr. Luo Yong and Mr. Yang Miao as executive Directors; (b) Mr. Luo Jun, Mr. Zhang Peng and Mr. Zhao Junhuai as non-executive Directors; and (c) Mr. Han Liyan, Mr. Mak Wai Ho and Ms. Xiao Liping as independent non-executive Directors.