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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 29 August 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 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 July 2023 (the “Circular”).

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Zhou Qing as an 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.
2. To consider and approve the election of Ms. Tan Ao as a 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.
3. To consider and approve the election of Mr. Qiu Ming as a Supervisor representing Shareholders of the Company for a term commencing upon the conclusion of the EGM and expiring upon the expiration of the fifth session of the Supervisory Committee of the Company.

(“Cumulative voting method” will be adopted in respect of Resolutions No. 1 to No. 2. Please refer to note 4 for details.)

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

Sichuan, the PRC, 12 July 2023

* For identification purpose only

Notes:

1. The register of members of H Shares of the Company will be closed from 29 July 2023 to 29 August 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, 28 July 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 28 August 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. The Company adopts the cumulative voting method to elect more than one Director (including executive Directors, non-executive Directors and independent non-executive Directors) or more than one Supervisor (excluding the Supervisors representing the staff and workers of the Company) for the election of Directors and the election of Supervisors respectively at the EGM.

Cumulative voting method

When adopting the cumulative voting method for the election of Directors proposed in Resolutions No. 1 to No. 2, each Share held by a Shareholder shall have the same number of voting rights as the number of Directors to be elected. A Shareholder may exercise his/her voting rights by splitting his/her votes evenly for each of the candidates for Director corresponding to the number of Shares he/she holds; or by casting all his/her voting rights represented by each Share held by him/her corresponding to the number of Directors to be elected for a particular candidate for Director; or by casting a portion of his/her votes represented by each Share held by him/her corresponding to the number of Directors to be elected for a certain number of candidates for Director.

For example, under the cumulative voting method, the maximum number of valid voting rights that a Shareholder is entitled to cast are calculated on the basis of the total number of Shares held by such Shareholder times the number of Directors to be elected (2 persons). If such Shareholder holds 100 Shares, the maximum number of valid voting rights he/she can cast = 100 (the number of Shares held by him/her) x 2 = 200. The Shareholder could use his/her discretion to cast 200 votes evenly among 2 candidates, or to place all his/her votes on one particular candidate, or to split his/her votes to a number of candidates.

Where the total number of votes cast by a Shareholder for one or several of the candidate(s) for Director(s) is in excess of the number of voting rights represented by the total number of Shares held by him/her, the votes cast by the Shareholder shall be invalid, and the Shareholder shall be deemed to have waived his/her voting rights. Where the total number of votes cast for one or several candidate(s) for Director(s) by a Shareholder is less than the number of voting rights represented by the total number of Shares held by such Shareholder, the votes cast by the Shareholder shall be valid, and the voting rights represented by the shortfall between the votes actually cast and the votes which the Shareholder is entitled to cast shall be deemed to have been waived by the Shareholder.

Such resolution is passed when the number of votes cast in favour exceeds half of the number of voting Shares (on the basis of non-cumulative number of Shares) held by the Shareholders (including their proxies) attending the EGM.

5. Shareholders or their proxies shall produce their identity documents when attending the EGM.

6. 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 Tuesday, 8 August 2023.
7. 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.
8. 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.