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**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)**

## **SUPPLEMENTAL NOTICE OF 2022 ANNUAL GENERAL MEETING**

Reference is made to the 2022 AGM Notice (the “**Original Notice**”) dated 31 March 2023 despatched by Xinhua Winshare Publishing and Media Co., Ltd.\* (the “**Company**”) on 31 March 2023 containing the 2022 annual general meeting (the “**2022 AGM**”) of the Company to be held at 10:00 a.m. on Thursday, 18 May 2023 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People’s Republic of China (the “**PRC**”) and the resolutions to be considered and, if thought fit, approved at the 2022 AGM.

After the Original Notice was despatched on 31 March 2023, the Company convened a Board meeting on 24 April 2023, at which the Resolution on the Connected Transaction in relation to the Business Cooperation between the Company and Bank of Chengdu was passed and it was agreed to submit the same to the general meeting for consideration and approval.

On 26 April 2023, the Company received a written notice from Sichuan Xinhua Publishing and Distribution Group Company Limited\* (四川新華出版發行集團有限公司), the controlling shareholder of the Company, proposing to add a new resolution at the 2022 AGM to consider and, if thought fit, approve the connected transaction (as defined in the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange) in relation to the business cooperation with Bank of Chengdu. Pursuant to Article 71 of the Articles of Association of the Company, when the Company convenes a general meeting, shareholders individually or jointly holding not less than 3% of the Company’s total shares have a right to submit an ex tempore proposal to the convener in writing ten (10) days prior to date of the meeting. The convener shall despatch a supplemental notice of the shareholders’ general meeting and announce the contents of such ex tempore proposal within two (2) days upon receipt of the proposal. The ex tempore proposal shall fall within the terms of reference of the shareholders’ general meeting and shall have a clear subject for discussion and specific issues for resolution.

For details of the above new resolution, please refer to the announcement of the Company dated 24 April 2023 (the “**Announcement**”). Unless otherwise stated, capitalized terms used in this notice shall have the same meanings as those defined in the Announcement.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the 2022 AGM of the Company will be held as per the date, time and place as set out in the Original Notice. And in addition to the resolutions set forth in the Original Notice, the Company will consider and, if thought fit, pass the following supplemental resolution at the 2022 AGM:

**AS ORDINARY RESOLUTION**

8. To consider and approve the resolution on the connected transaction in relation to the business cooperation between the Company and Bank of Chengdu.

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

Sichuan, the PRC, 26 April 2023

*Notes:*

1. This supplemental notice should be read in conjunction with the Original Notice.
2. Please refer to the 2022 AGM Notice for details of other resolutions to be considered and approved at the 2022 AGM, closure of register of members, qualifications and registration procedures for attending the 2022 AGM, reply slip and other related matters.
3. If you intend to attend the 2022 AGM after reading the Original Notice, but fail to return the reply slip for attending the 2022 AGM, which was despatched on 31 March 2023 by the Company, before 4:30 p.m. on Thursday, 27 April 2023, you may still attend the 2022 AGM.
4. Shareholders who are entitled to attend and vote at the 2022 AGM 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.
5. The supplemental form of proxy for use at the 2022 AGM enclosed in this notice should be read in conjunction with the form of proxy despatched on 31 March 2023. The proxy form must be deposited by hand or by post by the holders of H Shares of the Company to the Company's H Shares 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 2022 AGM (i.e. 10:00 a.m. on Wednesday, 17 May 2023) or not less than 24 hours before the time for the holding of any adjournment thereof or not less 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 applicable proxy form will not preclude you from attending and voting in person at the 2022 AGM or any adjournment thereof should you so wish.
6. Shareholders or their proxies shall produce their identity documents when attending the 2022 AGM.
7. The 2022 AGM is expected to last for less than half a day. Shareholders attending the 2022 AGM shall be responsible for their own traveling and accommodation expenses.
8. 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. 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.*

\* *For identification purposes only*