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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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A letter from the Board is set out on pages 3 to 9 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 Tuesday, 29 August 2023, is set out on pages 10 to 12 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 28 August 2023). 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*

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## DEFINITIONS

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*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 International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC at 9:30 a.m. on Tuesday, 29 August 2023;
“EGM Notice”	the notice of the extraordinary general meeting set out on pages 10 to 12 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;

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## DEFINITIONS

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“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 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;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the supervisor(s) of the Company; and
“Supervisory Committee”	the Supervisory Committee of the Company.

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Luo Yong (*Chairman*)  
Mr. Liu Longzhang (*Vice chairman*)  
Mr. Li Qiang

*Non-Executive Directors:*

Mr. Dai Weidong  
Mr. Ke Jiming  
Mr. Zhang Peng

*Independent Non-executive Directors:*

Mr. Lau Tsz Bun  
Mr. Fang Bingxi  
Mr. Li Xu

*Registered Office in the PRC:*

Unit 1, Block 1  
No. 238 Sanse Road  
Jinjiang District  
Chengdu, Sichuan  
the PRC

*Head Office in the PRC:*

Xinhua Star Tower A  
No. 238, Sanse Road  
Jinjiang District  
Chengdu, Sichuan  
the PRC  
(Postal Code: 610063)

*Principal Place of Business in Hong Kong:*

40th Floor  
Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

12 July 2023

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

Reference is hereby made to the announcement of the Company dated 7 July 2023 in relation to, among other things, the proposal at the EGM to consider and, if thought fit, approve the appointment of Mr. Zhou Qing (“**Mr. Zhou**”) as an executive Director of the Company, the appointment of Ms. Tan Ao (“**Ms. Tan**”) as a non-executive Director of the Company and the appointment of Mr. Qiu Ming (“**Mr. Qiu**”) as a Supervisor representing Shareholders of the Company.

\* For identification purposes only

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide the Shareholders with (i) further information on the proposed appointment of Mr. Zhou as an executive Director of the Company; (ii) further information on the proposed appointment of Ms. Tan as a non-executive Director of the Company; (iii) further information on the proposed appointment of Mr. Qiu as a Supervisor representing Shareholders of the Company; and (iv) 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. Zhou as an executive Director of the Company.

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

Mr. Zhou Qing, aged 54, is currently secretary of the party committee and chairman of Sichuan Xinhua Publishing and Distribution Group Co., Ltd. and secretary of the party committee of Xinhua Winshare Publishing and Media Co., Ltd. He served as deputy director of office of the Sichuan Provincial Working Group Against Pornographic and Illegal Publications, division director of the Anti-illegal and Prohibited Publications Division of Sichuan Provincial Press and Publication Administration (Sichuan Provincial Copyright Bureau); deputy director-general and Party group member of the Sichuan Provincial Press and Publication Administration (Sichuan Provincial Copyright Bureau); deputy director-general and Party group member of the Sichuan Provincial Bureau of Press, Publication, Radio, Film and Television; deputy director of office (temporary position) of the National Bureau of Statistics; deputy director-general of the Publicity Department of Sichuan Provincial Committee cum director-general of the Sichuan Provincial Press and Publication Administration (Sichuan Provincial Copyright Bureau), and director-general of the Sichuan Provincial Film Bureau. Mr. Zhou graduated from the School of Humanities and Social Sciences of Southwest Jiaotong University with a major in Legal Theory and obtained a master's degree in law, and has completed the postgraduate course with a major in Economics of the Party's College of Sichuan Provincial Committee. He was awarded the Advanced Individual in National "Fifth Five-Year Plan" Mid-term Law Popularization by the Publicity Department of the CPC Central Committee and the Ministry of Justice, and was awarded the Advanced Individual in National Legal Publicity and Education by the Publicity Department of the CPC Central Committee and the Ministry of Justice in 2006-2010.

Save as disclosed above, Mr. Zhou 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, supervisors, 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. Zhou 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.

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## LETTER FROM THE BOARD

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Upon the passing of the resolution in relation to the proposed appointment of Mr. Zhou as an executive Director of the Company by the Shareholders at the EGM, the appointment of Mr. Zhou as an executive Director shall become immediately effective. Mr. Zhou's term of office shall commence from the date of his appointment being approved at the EGM until the expiry of the term of the fifth session of the Board of the Company. Mr. Luo Yong will simultaneously and formally resign as an executive Director, Chairman of the Board and chairman of the Strategy and Investment Planning Committee of the Company.

Upon the approval of his appointment, Mr. Zhou will enter into a service contract with the Company. Mr. Zhou will not receive any director's remuneration for serving as the executive Director. Unless otherwise provided by the relevant PRC laws and regulations, Mr. Zhou is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company. Mr. Zhou does not have any previous service contracts entered into with the Company in relation to his appointment as an executive Director of the Company.

### **PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Based on the recommendation of substantial shareholders of the Company and the Nomination Committee of the Company, and after the deliberation of the Board, the Board proposed to appoint Ms. Tan as a non-executive Director of the Company.

The biography of Ms. Tan is as follows:

Ms. Tan Ao, aged 53, is currently assistant to the general manager of Sichuan Cultural Industry Investment Group Co., Ltd., director and chairman of Sichuan Wentou Cultural Industry Private Equity Fund Management Co., Ltd.\* (四川文投文化產業私募基金管理有限公司), and director and chairman of Sichuan Wentou Shengwen Investment Co., Ltd.\* (四川文投盛文投資有限公司). She served as associate senior section member of the Office of Chengdu Municipal People's Government in Guangzhou, deputy general manager of Sichuan Xinhua Investment Company Limited, director of the Finance Center, director of the Operation Center, director of the Listing Office and director of the Capital Operation Center of Sichuan Xinhua Winshare Chainstore Co., Ltd., general manager of Sichuan Xinhua Winshare Investment Co., Ltd.\* (四川新華文軒投資有限公司), director of capital operations of Sichuan Publication Group Co., Ltd. and investment director of Sichuan Culture Industry Investment Group Co., Ltd. Ms. Tan graduated from Southwestern University of Finance and Economics with a master's degree in Business Administration.

Save as disclosed above, Ms. Tan has confirmed that (i) she does not hold any position with the Company or any other member of the Company; (ii) she did not hold any directorship in other listed companies for the past three years; (iii) she has no relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) she does not hold any interests in the Shares of the Company within the meaning of Part XV of the SFO, and has not been penalised by the CSRC and other relevant authorities or disciplined by any stock exchanges.

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## LETTER FROM THE BOARD

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Save as disclosed herein, the Company considers that there is no information to be disclosed, nor is/was Ms. Tan involved in any 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 that there are no other matters that need to be brought to the attention of the Shareholders.

Upon the passing of the resolution in relation to the proposed appointment of Ms. Tan as a non-executive Director of the Company by the Shareholders at the EGM, the appointment of Ms. Tan as a non-executive Director shall become immediately effective. Ms. Tan's term of office shall commence from the date of her appointment being approved at the EGM until the expiry of the fifth session of the Board of the Company. Mr. Zhang Peng will simultaneously and formally resign as a non-executive Director and a member of the Nomination Committee of the Company.

Upon the approval of her appointment, Ms. Tan will enter into a service contract with the Company. Ms. Tan will not receive director's remuneration for her role as a non-executive Director. Unless otherwise provided by the relevant PRC laws and regulations, Ms. Tan is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during her performance of duties, and she is also entitled to receive a corresponding allowance for attending each meeting of the Company. Ms. Tan does not have any previous service contracts entered into with the Company in relation to her appointment as a non-executive Director of the Company.

### **PROPOSED APPOINTMENT OF SUPERVISOR**

Based on the recommendation of the substantial shareholders of the Company, and after deliberation of the Supervisory Committee of the Company, the Supervisory Committee proposed to appoint Mr. Qiu as a Supervisor representing Shareholders of the Company.

The biography of Mr. Qiu is as follows:

Mr. Qiu Ming, aged 48, is currently director of finance department of Sichuan Cultural Industry Investment Group Co., Ltd., and served as accountant in finance section of Sichuan Youth and Children's Publishing House\* (四川少年儿童出版社), accounting supervisor of planning and finance department and supervisor of finance department of Sichuan Publishing Group\*(四川出版集團), supervisor, deputy director, and director of finance department of Sichuan Publishing Group Co., Ltd.\*(四川出版集團有限責任公司), director of financial department of Sichuan Publication Printing Co., Ltd. and chief financial officer of Sichuan Lian Xiang Printing Company Limited. Mr. Qiu graduated from Chongqing University of Commerce with a bachelor's degree in Economics.

Save as disclosed above, Mr. Qiu has confirmed that (i) he does not hold any position in the Company or any other member of the Company; (ii) he did not hold any directorship in other listed companies for the past three years; (iii) he has no relationship with any directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iv) he does not hold any interests in the Shares of the Company within the meaning of Part XV of the SFO and has not been penalised by the CSRC and other relevant authorities or disciplined by any stock exchanges.

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## LETTER FROM THE BOARD

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Save as disclosed herein, the Company considers that there is no information to be disclosed, nor is/was Mr. Qiu involved in any 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 that there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Upon the passing of the resolution in relation to the proposed appointment of Mr. Qiu as Supervisor representing Shareholders of the Company by the Shareholders at the EGM, the appointment of Mr. Qiu as a Supervisor representing Shareholders shall become immediately effective. Mr. Qiu's term of office shall commence from the date of his appointment being approved at the EGM until the expiry of the fifth session of the Supervisory Committee of the Company. Mr. Tang Xiongxing will formally resign as a Supervisor representing Shareholders and chairman of the Supervisory Committee of the Company.

Upon the approval of his appointment, Mr. Qiu will enter into a service contract with the Company. Mr. Qiu will not receive Supervisor's remuneration for his role as a Supervisor representing Shareholders. Unless otherwise provided by the relevant PRC laws and regulations, Mr. Qiu is entitled to be reimbursed for the expenses (such as travelling, accommodation and communication expenses) incurred during his performance of duties, and he is also entitled to receive a corresponding allowance for attending each meeting of the Company. Mr. Qiu does not have any previous service contracts entered into with the Company in relation to his appointment as a Supervisor of the Company.

### EXTRAORDINARY GENERAL MEETING

The EGM will be held at 9:30 a.m. on Tuesday, 29 August 2023 at Xinhua International Hotel, No. 8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the PRC, for the Shareholders to consider and, if thought fit, approve, among other things, (i) the appointment of Mr. Zhou as an executive Director of the Company; (ii) the appointment of Ms. Tan as a non-executive Director of the Company; and (iii) the appointment of Mr. Qiu as a Supervisor representing Shareholders of the Company. The votes will be taken by poll at the EGM.

The EGM Notice is set out on pages 10 to 12 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 Monday, 28 August 2023). 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.

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## LETTER FROM THE BOARD

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### 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 resolution set out in the notice of the EGM 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 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 (i) Mr. Zhou to stand for election as the executive Director of the Company, and (ii) Ms. Tan to stand for election as the non-executive Director of the Company.

The Nomination Committee considered that Mr. Zhou 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. Ms. Tan possesses the qualifications, expertise and experience necessary to act as a non-executive Director and is able to provide comprehensive advice on the Company's affairs. Accordingly, the Nomination Committee and the Board recommend Mr. Zhou to be appointed as an executive Director and recommend Ms. Tan to be appointed as a non-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 Supervisory Committee proposes that Mr. Qiu to stand for election as a Supervisor representing Shareholders of the Company. The Supervisory Committee is of the view that Mr. Qiu possesses the qualifications, expertise and experience necessary to act as a Supervisor and is able to provide comprehensive advice to the Supervisory Committee of the Company. Accordingly, the Supervisory Committee recommends Mr. Qiu to be appointed as a Supervisor, which is believed to be in the best interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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The Directors are of the opinion that the proposed appointment of Mr. Zhou as an executive Director of the Company and proposed appointment of Ms. Tan as a non-executive Director of the Company are 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. The Directors and Supervisors are of the opinion that the appointment of Mr. Qiu as a Supervisor representing Shareholders of the Company is in the best interest of the Company and its Shareholders as a whole. Accordingly, the Board and the Supervisory Committee recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

### 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 and the Supervisors 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.\***

**Luo Yong**

*Chairman*

\* *For identification purposes only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

## 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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.*