



WIN SHARE

# 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)**

## FORM OF PROXY FOR 2017 ANNUAL GENERAL MEETING (FOR H SHAREHOLDERS)

Number of shares to which this  
form of proxy relates<sup>(Note 1)</sup>

I/We, <sup>(Note 2)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ H shares <sup>(Note 3)</sup>  
of RMB1.00 each in the share capital of Xinhua Winshare Publishing and Media Co., Ltd.\* (the "Company"), hereby appoint the Chairman of the meeting  
or \_\_\_\_\_ <sup>(Note 4)</sup>  
of (address) \_\_\_\_\_  
as my/our proxy(ies) to attend the 2017 annual general meeting (the "AGM") of the Company to be held at 10:00 a.m. on Wednesday, 30 May 2018 at  
Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Qingyang District, Chengdu, Sichuan, the People's Republic of China ("PRC") or any  
adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of AGM as hereunder  
indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the 2017 annual report of the Company.			
2.	To consider and approve the report of the Board of Directors (the "Board") of the Company for the year ended 31 December 2017.			
3.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2017.			
4.	To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2017.			
5.	To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2017.			
6.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditors and internal control auditor of the Company for the year 2018 with a term from after the AGM and ending at the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations.			
7.	To approve, confirm and ratify the Publications Purchase Framework Agreement entered into between the Company and Sichuan Winshare Online E-commerce Co., Ltd.* (四川文軒在線電子商務有限公司) (the "Agreement", a copy of which has been produced to the AGM and marked "A" and initialled by the chairman of the AGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited); approve the annual cap for each of the three years ending 31 December 2020 (as defined in the announcement of the Company dated 26 March 2018 and the relevant circular of the Company to be despatched to the shareholders of the Company in due course, which the notice of AGM forms part thereof, and a copy of which has been produced to the AGM and marked "B" and initialled by the chairman of the AGM for identification purpose); and authorise any directors of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Agreement.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature(s) \_\_\_\_\_ <sup>(Note 6)</sup>**Notes:**

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the H share register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked "FOR" or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "AGAINST" or insert the number of shares held by you. If you wish to cast a vote of abstention in respect of any resolution, please put a tick in the box marked "ABSTAIN" or insert the number of shares held by you. If no direction is given, your proxy may vote as he/she thinks fit.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the Share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered 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 appointed for the holding of the AGM (i.e. 10:00 a.m. on Tuesday, 29 May 2018) 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.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the AGM in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote. In the event that a shareholder appoints more than one proxy to attend the AGM, such proxies may only exercise their voting rights in a poll.

\* For identification purposes only