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)

SUPPLEMENTARY FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 DECEMBER 2016

(For H Shareholders)

Number of shares to which this supplementary form of proxy relates(Note 1)	

I/We,(Note 2) ______________________________

of (address) ______________________________

being the holder(s) of ______________________ H shares(Note 3) 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 ______________________________(Note 4)

of (address) ______________________________

as my/our proxy(ies) to attend the extraordinary general meeting (the "**EGM**") of the Company to be held at 10:00 a.m. on Thursday, 15 December 2016 at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "**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 EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	SPECIAL RESOLUTION	FOR(Note 5)	AGAINST(Note 5)
4.	To consider and approve the "Proposal in Relation to the Change of the Registered Address of the Company and Amendments to the Articles of Association"		

Dated this ________ day of ______________ 2016   Signature(s)________________________(Note 6)

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this supplementary proxy relates. If a number is inserted, this supplementary form of proxy will be deemed to relate only to those shares. If no number is inserted, the supplementary 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).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in BLOCK LETTERS.
3. Please insert the number of shares of the Company registered in your name(s).
4. 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 supplementary form of proxy must be initialled by the person who signs it.
5. 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 no direction is given, your proxy may vote as he/she thinks fit.
6. This supplementary 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 supplementary form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
7. 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 deemed not to be carrying voting rights with respect to that resolution. In that event, this supplementary form of proxy will be deemed to have been revoked.
8. To be valid, this supplementary form of proxy and, if such proxy form 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, for H shareholders of the Company, to the Company's H shares registrar in Hong Kong, 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 EGM (or any adjournment thereof) or not less than 24 hours before the time appointed for taking the poll.
9. In the case of joint holders of shares of the Company, any one of such holders may vote at the EGM 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 EGM 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 EGM, such proxies may only exercise their voting rights in a poll.
10. This form of proxy is a supplementary form of proxy and should be read together with the form of proxy published on the website of The Stock Exchange of Hong Kong Limited and the Company's website on 28 October 2016.

* *For identification purposes only*