winshare文轩

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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON 19 JANUARY 2022 (FOR H SHAREHOLDERS)

Number of shares to which this 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 a.m. on Wednesday, 19 January 2022 at Xinhua International Hotel, No.8 Guzhongshi Street, Qingyang District, 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. Capitalised terms used in this letter shall have the same meanings as those defined in the circular dated 3 December 2021 (the "**Circular**") unless the context otherwise requires.

	ORDINARY RESOLUTIONS	FOR(Note 5)	AGAINST(Note 5)	ABSTAIN(Note 5)
1.	To consider and approve the proposed remuneration standards for the executive Directors and non-executive Directors of the fifth session of the Board of the Company.			
2.	To consider and approve the proposed remuneration standards for the independent non-executive Directors of the fifth session of the Board of the Company.			
3.	To consider and approve the proposed remuneration standards for the Supervisors of the fifth session of the Supervisory Committee of the Company.			
4.00	Resolutions on the election of the executive Directors and non-executive Directors of the fifth session of the Board of the Company.	Cumulative voting (note 6)		
4.01	To re-elect Mr. Luo Yong as an executive Director of the Company with a term of three years commencing from the date of EGM.			
4.02	To re-elect Mr. Liu Longzhang as an executive Director of the Company with a term of three years commencing from the date of EGM.			
4.03	To elect Mr. Li Qiang as an executive Director of the Company with a term of three years commencing from the date of EGM.			
4.04	To re-elect Mr. Dai Weidong as a non-executive Director of the Company with a term of three years commencing from the date of EGM.			
4.05	To elect Mr. Ke Jiming as a non-executive Director of the Company with a term of three years commencing from the date of EGM.			
4.06	To re-elect Mr. Zhang Peng as a non-executive Director of the Company with a term of three years commencing from the date of EGM.			
5.00	Resolutions on the election of the independent non-executive Directors of the fifth session of the Board of the Company.	Cumulative voting (note 6)		
5.01	To re-elect Mr. Chan Yuk Tong as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.			
5.02	To re-elect Mr. Fang Bingxi as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.			
5.03	To elect Mr. Li Xu as an independent non-executive Director of the Company with a term of three years commencing from the date of EGM.			
6.00	Resolutions on the election of the Supervisors not representing the staff and workers of the fifth session of the Supervisory Committee of the Company.	Cumulative voting (note 6)		
6.01	To re-elect Mr. Tang Xiongxing as a Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of EGM.			
6.02	To re-elect Mr. Chao Hsun as a Supervisor representing the Shareholders of the Company with a term of three years commencing from the date of EGM.			
6.03	To elect Mr. Feng Jian as an independent Supervisor of the Company with a term of three years commencing from the date of EGM.			
6.04	To elect Ms. Wang Li as an independent Supervisor of the Company with a term of three years commencing from the date of EGM.			

Dated this ____________ day of ________________________ Signature(s) ______________________________ (Note 6)

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this form of 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).

2. Please insert the full name(s) and address(es) as registered in the H share 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 form of proxy must be initialled by the person who signs it.

5. For Resolutions No. 1, No. 2 and No. 3: 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.

6. For Resolutions No. 4.00, No. 5.00 and No. 6.00: The Company adopts the cumulative voting method to elect Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and Supervisors (excluding Supervisors representing staff and workers of the Company) at the EGM.

   Cumulative voting method

   When adopting the cumulative voting method for the election of Directors and Supervisors proposed in all sub-resolutions under Resolutions No. 4.00, No. 5.00 and No. 6.00, each Share held by a Shareholder shall have the same number of voting rights as the number of Directors and Supervisors to be elected. A Shareholder may exercise his/her voting rights by splitting his/her votes evenly for each of the candidates for directorship and supervisorship 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 or Supervisors to be elected for a particular candidate for directorship or supervisorship; or by casting a portion of his/her votes represented by each Share held by him/her corresponding to the number of Directors or Supervisors to be elected for a certain number of candidates for directorship or supervisorship.

   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 or Supervisors to be elected (13 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 13 = 1,300. The Shareholder could use his/her discretion to cast 1,300 votes evenly among 13 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 directorship or supervisorship 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 directorship or supervisorship 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.

7. This form of proxy must be signed by you or your attorney duly authorised 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 authorised. 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.

8. 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.

9. 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 Hong Kong H shares 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 appointed for the holding of the EGM (i.e. 10 a.m. on Tuesday, 18 January 2022) 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.

10. 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.

* *For identification purposes only*