

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 2022 ANNUAL GENERAL MEETING TO BE HELD ON 18 MAY 2023
(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 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 (“**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 2022 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 ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the work report of the Board of Directors (the “ Board ”) of the Company for the year ended 31 December 2022.			
2.	To consider and approve the audited financial statements and the report of the independent auditors of the Company for the year ended 31 December 2022.			
3.	To consider and approve the 2022 annual report of the Company.			
4.	To consider and approve the profit distribution plan of the Company and payment of final dividend for the year ended 31 December 2022.			
5.	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 2023 with a term ending at the conclusion of the next annual general meeting of the Company following the 2022 AGM, and to authorise the Board to fix the remunerations of the auditors and internal control auditor.			
6.	To consider and approve the liability insurance related matters of the Directors, Supervisors and senior management.			
7.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2022.			

Dated this _____ day of _____ 2023

Signature(s) _____ ^(Note 6)**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 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.
- 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 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 appointed for the holding of the 2022 AGM (i.e. 10:00 a.m. on Wednesday, 17 May 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.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the 2022 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 2022 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 2022 AGM, such proxies may only exercise their voting rights in a poll.
- The description of the resolutions in this form is by way of summary only. Please refer to the notice of the 2022 AGM dated 31 March 2023 for the full text of these resolutions.