四川新華文軒連鎖股份有限公司

SICHUAN XINHUA WINSHARE CHAINSTORE 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 ANNUAL GENERAL MEETING

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

I/We(Note 2) ______________________________

of ______________________________ being the holder(s)

of ______________________________ domestic shares/H shares(Note 3) in Sichuan Xinhua Winshare Chainstore Co., Ltd.* (the "Company"), hereby appoint the Chairman of the meeting or ______________________________(Note 4)

of (address) ______________________________

as my/our proxy(ies) to attend the annual general meeting (the "AGM") of the Company to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China (the "PRC") at 9:30 a.m. on Friday, 20 June 2008 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(Note 5)	AGAINST(Note 5)
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2007.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2007.		
3.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2007.		
4.	To consider and approve the profit distribution plan and the declaration of a final dividend for the year ended 31 December 2007.		
5.	To consider and approve the re-appointment of ShineWing Certified Public Accountants as the PRC auditors and Ernst & Young as the international auditors of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration.		
6.	To consider and approve the remunerations of the directors and supervisors of the Company for the year ended 31 December 2007.		

Dated this ____________ day of ______________ 2008 Signature(Note 6) ______________________________

Notes:

1. Please insert the number of shares registered in your name(s) to which this proxy relates. 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).
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 registered in your name(s) and delete as appropriate.
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. 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 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 an officer or attorney duly authorised. In case of joint holders, this form of proxy must be signed by the member 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 form of proxy will be deemed to have been revoked.
8. 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the AGM; or for the holders of domestic shares of the Company, to the head office of the Company at No. 6 Wenxuan Road, Shang Mao Avenue, ChengBei, Chengdu, Sichuan 610081, People's Republic of China not less than 24 hours before the time appointed for the holding of the AGM.
9. 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. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll.

* *For identification purposes only*