WIN SHARE

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 EXTRAORDINARY GENERAL MEETING

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

I/We, (Note 2) _____

of _____ being the holder(s)

of _____ 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 extraordinary general meeting (the "EGM") 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 Wednesday, 30 July 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 EGM 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 re-election of Mr. Gong Cimin as executive director of the Company		
2.	To consider and approve the election of Mr. Zhang Bangkai as executive director of the Company		
3.	To consider and approve the re-election of Ms. Wang Jianping as non-executive director of the Company		
4.	To consider and approve the election of Mr. Zhang Chengxing as non-executive director of the Company		
5.	To consider and approve the re-election of Mr. Li Jiawei as non-executive director of the Company		
6.	To consider and approve the election of Mr. Luo Jun as non-executive director of the Company		
7.	To consider and approve the election of Mr. Yu Changjiu as non-executive director of the Company		
8.	To consider and approve the re-election of Mr. Wu Qiang as non-executive director of the Company		
9.	To consider and approve the re-election of Mr. Mo Shixing as non-executive director of the Company		
10.	To consider and approve the re-election of Mr. Zhao Junhuai as non-executive director of the Company		
11.	To consider and approve the re-election of Mr. Han Xiaoming as independent non-executive director of the Company		
12.	To consider and approve the re-election of Mr. Cheng Sanguo as independent non-executive director of the Company		
13.	To consider and approve the re-election of Mr. Chan Yuk Tong as independent non-executive director of the Company		
14.	To consider and approve the election of Mr. Xiao Changjiu as supervisor of the Company		
15.	To consider and approve the re-election of Mr. Peng Xianyi as supervisor of the Company		
16.	To consider and approve the election of Mr. Xu Yuzheng as supervisor of the Company		
17.	To consider and approve the election of Ms. Dai Wen as supervisor of the Company		
18.	To consider and approve the re-election of Mr. Fu Daiguo as independent supervisor of the Company		
19.	To consider and approve the re-election of Mr. Li Guangwei as independent supervisor of the Company		
20.	To authorise the board of directors of the Company to fix the remuneration of the members of the board of directors and supervisory committee of the Company in the second session		

Date the _____ day _____ of 2008 Signature(s)(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 H 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 EGM; 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, the PRC not less than 24 hours before the time appointed for the holding of the EGM.
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. 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*