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 (address) ______________________________ being the holder(s)

of ______________________________ domestic shares/H shares(Note 3) of RMB1.00 each in the share capital of 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 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the "PRC") at 9:30 a.m. on Tuesday, 16 June 2009 or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolution set out in the notice of the 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 ("Board") for the year ended 31 December 2008.			
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008.			
3.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2008.			
4.	To consider and approve the profit distribution plan and the declaration of a final dividend for the year ended 31 December 2008.			
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 first annual general meeting following the AGM, and to authorise the Board to fix their remuneration.			
6.	To consider and approve the remuneration of directors and supervisors of the Company for the year ended 31 December 2008.			
7.	To consider and approve, conditional upon resolution no. 9 being passed, that the Company may send or supply periodic reports (including annual reports, interim reports and quarterly reports (if applicable)) of the Company to its shareholders (in relation to whom certain conditions are met) by making such periodic reports available on the Company's own website and the website of The Stock Exchange of Hong Kong Limited or in printed forms (in English only, in Chinese only or in both English and Chinese) and to authorise any director of the Company to sign all such documents and/or to do all such things and acts as the director may consider necessary or expedient and in the interest of the Company for the purpose of effecting or otherwise in connection with the Company's proposed communication with its shareholders of H Shares through the Company's website and the website of The Stock Exchange of Hong Kong Limited or in printed forms.			
	SPECIAL RESOLUTIONS			
8.	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the AGM.			
9.	To consider and approve the proposed amendments to the Articles of Association of the Company ("Articles of Association"):			
	A.	the proposed amendments to Article 11 of the Articles of Association;		
	B.	the proposed amendments to Article 22 of the Articles of Association;		
	C.	the proposed amendments to Article 28 of the Articles of Association;		
	D.	the proposed amendments to Article 29 of the Articles of Association;		
	E.	the proposed amendments to Article 44 of the Articles of Association;		
	F.	the addition of the new Article 53A into the Articles of Association;		
	G.	the proposed amendments to Article 67 of the Articles of Association;		
	H.	the proposed amendments to Article 68 of the Articles of Association;		
	I.	the proposed amendments to Article 78 of the Articles of Association;		
	J.	the proposed amendments to Article 164 of the Articles of Association;		
	and to authorise any director of the Company or secretary to the Board to deal with, on behalf of the Company, the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles of Association of the Company.			

Date: ______________________________ Signature(s)(Note 6) ______________________________

Notes:

1. Please insert the number of shares 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).
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, for the holders of H shares of the Company, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or for the holders of domestic shares of the Company, to the head office of the Company in the PRC at No. 6 Wenxuan Road, Shang Mao Avenue, Cheng Bei, Chengdu, Sichuan 610081, the PRC not less than 24 hours before the time appointed for the holding of the AGM 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 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 AGM, such proxies may only exercise their voting rights in a poll.

* *For identification purposes only*