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 (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 extraordinary general meeting (the "EGM") of the Company to be held at the head office of the Company in the People's Republic of China (the "PRC"), No. 6 Wenxuan Road, Shang Mao Avenue, Cheng Bei, Chengdu, Sichuan, the PRC at 9:30 a.m. on Tuesday, 19 January 2010 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 EGM dated 4 December 2009 as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTION	For(Note 5)	Against(Note 5)
To approve, confirm and ratify the agreement (the "**Supply of Publications Agreement**") (a copy of which is produced to the EGM and marked "**A**" and initialled by the Chairman of the EGM for identification purpose) dated 27 November 2009 and entered into between the Company and 四川出版集團 (Sichuan Publication Group*) and the non-exempt continuing connected transaction (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) contemplated thereunder; to approve the Annual Cap (as defined in the circular of the Company dated 4 December 2009 despatched to the shareholders of the Company, of which the notice convening the EGM forms part, a copy of which is produced to the EGM and marked "**B**" and initialled by the Chairman of the EGM for identification purpose) for each of the three years ending 31 December 2012; and to authorise any one director of the Company to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or to give effect to the Supply of Publications Agreement.		

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(s) and address(es) of the proxy(ies) desired in the spaces 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 EGM 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 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 EGM, such proxies may only exercise their voting rights in a poll.

* *For identification purposes only*