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 H SHARES CLASS MEETING

Number of H 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 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 H shares class meeting of the Company ("H Shares Class Meeting") to be held at Chengdu Hejiangting Hanwen Hotel, 138 Bingjiang Donglu, Chengdu, Sichuan, the People's Republic of China (the "PRC") at 10:40 a.m. on Wednesday, 9 June 2010 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 H Shares Class Meeting as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTION	FOR(Note 5)	AGAINST(Note 5)
To authorize the board of directors of the Company 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 H Shares Class Meeting.		

Dated this __________ day of ______________ 2010 Signature(Note 6) ______________________

Notes:

1. Please insert the number of H shares of the Company ("H Shares") registered in your name(s) to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those H Shares. If not, this proxy form will be deemed to relate to all H Shares registered in your name(s) (whether alone or jointly with others).

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 H Shares of the Company registered in your name(s)

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 H 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 H 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 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.

7. If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the H 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 Shares share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Shares Class Meeting or not less than 24 hours before the time appointed for taking the poll.

9. In the case of joint holders of H Shares, any one of such holders may vote at the H Shares Class Meeting 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 H Shares Class Meeting 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 H Shares Class Meeting, such proxies may only exercise their voting rights in a poll.

* *For identification purposes only*