新華文軒出版傳媒股份有限公司
XINHUA WINSHARE PUBLISHING AND MEDIA 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 新華文軒出版傳媒股份有限公司 (Xinhua Winshare Publishing and Media 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 9:30 a.m. on Wednesday, 25 May 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongsi Street, Chengdu, Sichuan, the People's Republic of China (the "**PRC**") 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 2010.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2010.		
3.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2010.		
4.	To consider and approve the profit distribution plan and the declaration of a final dividend and a special dividend for the year ended 31 December 2010.		
5.	To consider and approve the appointment of Deloitte Touche Tohmatsu CPA Ltd. as the sole auditor of the Company for the year 2011 undertaking the role of the international auditor as well as the PRC auditor in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and to authorize the Board to fix its remunerations.		
6.	To consider and approve the remuneration of directors and supervisors of the Company for the year ended 31 December 2010.		
	SPECIAL RESOLUTION	**FOR (Note 5)**	**AGAINST (Note 5)**
7.	To consider and approve: (A) the grant to the Board a general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, subject to the following conditions: (i) that the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to the general mandate shall not exceed 20% of the issued shares of each class of shares of the Company as at the date of passing of this special resolution; (ii) that the exercise of the general mandate is subject to all governmental and/or regulatory approval(s), if any, under the applicable law (including but without limitation to the Company Law of the PRC and the Listing Rules); (iii) that the general mandate shall remain valid until the earliest of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the articles of association of the Company or any applicable law(s); or (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and (B) the authorisation to the Board to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment and issue of any new shares pursuant to the exercise of the general mandate referred to in paragraph (A) of this resolution.		

Dated this ____________ day of ____________ 2011 Signature(s) (Note 6) ____________________

Notes:

1. Please insert the number of shares of the Company 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) (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 shares of the Company 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 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 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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. 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*