新華文軒出版傳媒股份有限公司

WIN SHARE

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: 00811)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 SEPTEMBER 2011

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 extraordinary general meeting (the "**EGM**") of the Company to be held at 9:30 a.m. on Thursday, 29 September 2011 at Sichuan Xinhua International Hotel, No. 8 Guzhongshi 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 EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	SPECIAL RESOLUTIONS	FOR *(Note 5)*	AGAINST *(Note 5)*
1.	To consider and approve the proposed amendments to the articles of association of the Company (the "**Articles of Association**") and to authorise any one Director 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:		
	A. the proposed amendment to Article 7 of the Articles of Association		
	B. the proposed amendment to Article 102 of the Articles of Association		
2.	To consider and approve the proposed amendments to the rules of procedure for the meetings of the Board (the "**Board Meeting Rules**") of the Company and to authorise any one director or secretary to the board of directors of the Company 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 Board Meeting Rules:		
	A. the proposed amendment to Rule 3 of the Board Meeting Rules		
	B. the proposed amendment to Rule 12 of the Board Meeting Rules		
	C. the proposed amendment to Rule 15 of the Board Meeting Rules		
	D. the proposed amendment to Rule 18 of the Board Meeting Rules		
	E. the proposed amendment to Rule 21 of the Board Meeting Rules		
	F. the proposed amendment to Rule 31 of the Board Meeting Rules		
	ORDINARY RESOLUTIONS	**FOR** *(Note 5)*	**AGAINST** *(Note 5)*
3.	To consider and approve the re-election of Mr. Gong Cimin as executive director of the Company.		
4.	To consider and approve the re-election of Mr. Zhao Miao as executive director of the Company.		
5.	To consider and approve the election of Mr. Luo Yong as executive director of the Company.		
6.	To consider and approve the re-election of Mr. Zhang Chengxing as non-executive director of the Company.		
7.	To consider and approve the re-election of Mr. Luo Jun as non-executive director of the Company.		
8.	To consider and approve the re-election of Mr. Zhao Junhuai as non-executive director of the Company.		
9.	To consider and approve the re-election of Mr. Han Xiaoming as independent non-executive director of the Company.		
10.	To consider and approve the election of Mr. Han Liyan as independent non-executive director of the Company.		
11.	To consider and approve the re-election of Mr. Chan Yuk Tong as independent non-executive director of the Company.		
12.	To consider and approve the election of Mr. Xu Ping as supervisor of the Company.		
13.	To consider and approve the re-election of Mr. Xu Yuzheng as supervisor of the Company.		
14.	To consider and approve the re-election of Mr. Li Kun as supervisor of the Company.		
15.	To consider and approve the election of Ms. Tan Wei as supervisor of the Company.		
16.	To consider and approve the re-election of Mr. Li Guangwei as independent supervisor of the Company.		
17.	To consider and approve the re-election of Mr. Fu Daiguo as independent supervisor of the Company.		
18.	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 third session.		

Date: ______________________ 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 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. 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*