



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 THE 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 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, 20 December 2012 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.

ORDINARY RESOLUTION		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
1.	To consider and approve the construction of 新華文軒出版傳媒創意中心 (Xinhua Winshare Publishing and Media Creativity Centre (temporary name)) (“ Creativity Centre ”), the cost estimate preliminarily assessed at approximately RMB736,000,000, within $\pm 10\%$ fluctuation, the terms and conditions thereof and all transactions contemplated thereunder; and to authorise the directors of the Company (“ Directors ”) to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or implement the construction of Creativity Centre and to agree to such variation, adjustments, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.		
SPECIAL RESOLUTION		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>
2.	To consider and approve the proposed amendments to the articles of association of the Company (the “ Articles of Association ”) and to authorise any 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 2 of the Articles of Association		
	B. the proposed amendment to Article 7 of the Articles of Association		
	C. the proposed amendment to Article 11 of the Articles of Association		

Date: _____ 2012 Signature(s) *(Note 6)*: _____

Notes:

- 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).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in block letters.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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