



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 TO BE HELD ON 7 MARCH 2014

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 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 9:00 a.m. on 7 March 2014 (Friday) 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.	Subject to the obtaining of approvals of the CSRC and other relevant regulatory authorities, to approve the issue of A Shares by the Company and approve and confirm each of the following terms and conditions of the A Share Issue (For the full text of this resolution, please refer to the Notice of EGM);		
2.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings, the Board authorization to process the A Share Issue and the related matters be renewed in accordance with the relevant requirements of the CSRC, Hong Kong Stock Exchange and Shanghai Stock Exchange (For the full text of this resolution, please refer to the Notice of EGM);		
3.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendment to the Articles of Association (details of which have been set out in the circular), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendment to the Articles of Association;		
4.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the proposed amendments to the Dividends Distribution Plan (details of which have been set out in the circular), and to authorize the Board to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of the relevant PRC regulatory authorities, and to deal with other related issues arising from the amendments to the Dividends Distribution Plan;		
5.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the adoption of the Proposed Share Price Stabilization Plan of the A Shares of the Company (details of which have been set out in the circular), and to authorize the Board to modify the wordings of the Proposed Share Price Stabilization Plan of the A Shares as appropriate (such amendments will not be required to be approved by the Shareholders) and execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the adoption, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of relevant PRC regulatory authorities and to deal with other related issues arising from the adoption of the Proposed Share Price Stabilization Plan of the A Shares;		
6.	Subject to the passing of the above stated special resolution (1) at the EGM and the Class Meetings and conditional upon the completion of the A Share Issue, to approve and confirm the undertakings to be made by the Company in the A Shares listing document (details of which have been set out in the circular), and to authorize the Board to modify the wordings of such undertakings (such amendments will not be required to be approved by the Shareholders) and to execute all such documents and/or do all such acts as it may deem necessary or expedient and in the interest of the Company in order to effect the undertakings, comply with the changes in the PRC laws and regulations, satisfy the requirements (if any) of the relevant PRC regulatory authorities and to deal with other related issues arising from the undertakings.		

Dated this _____ day of _____ 2014

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 initialed 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 authorized 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 authorized. 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 holders of H shares of the Company, to the Company's H shares 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 holders of domestic shares of the Company, to the head office of the Company in the PRC at No. 6 Wenxuan Road, Shang Mao Dadao, Cheng Bei, Chengdu, Sichuan 610081, the PRC not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof) 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*