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: 811)

FORM OF PROXY FOR 2013 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 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 2013 annual general meeting (the "**AGM**") of the Company to be held at 9:30 a.m. on Wednesday, 14 May 2014 at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China ("**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 (the "**Board**") of directors of the Company for the year ended 31 December 2013.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.		
3.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2013.		
4.	To consider and approve the Company's profit distribution plan and declaration of a final dividend and a special dividend for the year ended 31 December 2013.		
5.	To consider and approve the remuneration of Directors and supervisors of the Company for the year ended 31 December 2013.		
6.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. (special general partnership) as the international and PRC auditors of the Company for the year 2014 respectively with a term ending at the conclusion of the next annual general meeting after the AGM, and to authorize the Board to fix their remunerations.		
7.	To approve the proposed adoption of business strategies of the Company from 2014 to 2018 (details of the proposed business strategies are set out in the circular of the Company dated 20 March 2014).		

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 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 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 AGM (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 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*