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 26 AUGUST 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 Tuesday, 26 August 2014 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(Note 5)	AGAINST(Note 5)
1.	To consider and approve the performance and implementation of the Equity Transfer Agreement together with the terms and conditions thereof, the transactions contemplated thereunder (details of which are set out in the Company's circular to be despatched to the Shareholders (the "**Circular**"); and any one of the Directors be and are hereby authorised to execute for and on behalf of the Company all such other documents, instruments and agreements and to take all steps necessary or expedient to implement and/or give effect to the Equity Transfer Agreement, and to make and agree such variations of a non-material nature to any of the terms of the Equity Transfer Agreement they may in their discretion consider to be desirable and in the interests of the Company and Shareholders as a whole and all the Directors' acts as aforesaid.		
	SPECIAL RESOLUTIONS	**FOR(Note 5)**	**AGAINST(Note 5)**
2.	Subject to the completion of the A Share Issue, the proposed amendments to the Articles of Association (A Shares) be approved and confirmed (details of which to be set out in the Circular), and the Board be authorized to modify the wordings of such amendments as appropriate (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 proposed amendments, comply with 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 Articles of Association (A Shares);		
3.	Subject to the completion of the A Share Issue, the proposed amendments to the General Meeting Rules (A Shares) be approved and confirmed (details of which to be set out in the Circular), and the Board be authorized to modify the wordings of such amendments as appropriate (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 proposed amendments, comply with 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 General Meeting Rules (A Shares);		
4.	Subject to the completion of the A Share Issue, the formulation of Remedial Measures and Commitments be approved and confirmed (details of which to be set out in the Circular), and the Board be authorized to modify the wordings of Remedial Measures and Commitments as appropriate (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 proposed amendments, comply with 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 formulation of Remedial Measures and Commitments; and		
5.	Subject to the completion of the A Share Issue, under the specific rules and requirements that will be issued by regulatory bodies, such as the China Securities Regulatory Commission and Shanghai Stock Exchange, the Board be approved and authorized to supplement, revise and improve the Remedial Measures and Commitments 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 supplementation, revision and improvement, comply with 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 revision of the Remedial Measures and Commitments.		

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*