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)

REVISED FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 18 FEBRUARY 2016 AND ANY ADJOURNMENT THEREOF

Number of shares to which this revised 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 10:30 a.m. on Thursday, 18 February 2016 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 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, the extension of 12 months from the date of approval by the EGM and the Class Meetings for the issue of A Shares by the Company and each of the terms and conditions of the proposed A Share Issue proposal approved at the extraordinary general meeting and class meetings dated 7 March 2014 be approved and confirmed.		
2.	Subject to the passing of the above-mentioned special resolution (1) in the EGM and the Class Meetings, to authorise the board of directors to process the A Share Issue and the related matters in accordance with the relevant requirements of the CSRC, Hong Kong Stock Exchange and Shanghai Stock Exchange (please refer to the related notice of the EGM as regarding the full text of this resolution).		
	ORDINARY RESOLUTION	**FOR (Note 5)**	**AGAINST (Note 5)**
3.	The election of Mr. Li Xu as an independent Supervisor of the Company with immediate effect from the conclusion of the EGM to the expiration of the term of the Supervisory Committee of the current session be and is hereby approved, and the Board be and is hereby authorised to determine his remuneration and implement the terms of the service contract.		

Dated this ______________ day of ______________, 2016 Signature(s) ______________________________ (Note 6)

Notes:

1. Please insert the number of shares of the Company registered in your name(s) to which this revised form of proxy relates. If a number is inserted, this revised 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 revised 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 revised 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 revised 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 revised 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, Cheng Bei Shang Mao Avenue, Jinniu District, 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.
10. The form of proxy which has been despatched by the Company on 5 January 2016 (the "**Original Proxy Form**") does not include the new resolution 3 as set out in this revised form of proxy. For Shareholders who have lodged the Original Proxy Form to the Company or the Company's H share registrar in Hong Kong, please be reminded that:
    (i) Where a Shareholder has not returned this revised form of proxy to the Company or the Company's H share registrar in Hong Kong, the Original Proxy Form (if completed correctly) shall be deemed a valid form of proxy returned by such Shareholder. The proxy appointed by the Shareholder in such manner shall be entitled to vote or abstain from voting at his/her discretion on any resolutions properly and duly put to the EGM other than those instructed in the Original Proxy Form, including the new resolution 3 as set out in this revised form of proxy.
    (ii) Where a Shareholder has returned this revised form of proxy to the Company or the Company's H share registrar in Hong Kong 24 hours before the time scheduled for holding the EGM, the Original Proxy Form returned shall be revoked and substituted by this revised form of proxy and this revised form of proxy (if completed correctly) shall be deemed a valid form of proxy returned by such shareholder.
    (iii) Where a Shareholder has returned this revised form of proxy to the Company or the Company's H share registrar in Hong Kong less than 24 hours before the time scheduled for holding the EGM, this revised form of proxy shall be deemed invalid and the Original Proxy Form returned by such Shareholder shall also be revoked. The votes of the proxy purported to be appointed by the invalid or revoked proxy form (whether pursuant to the Original Proxy Form or this revised form of proxy) will not be counted in the votes in respect of the resolutions proposed. Accordingly, Shareholders are advised not to return this revised form of proxy after the deadline. In the event that such Shareholder wishes to vote at the meeting, he/she shall attend and vote at the meeting in person.

* *For identification purposes only*