



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)

**REPLY SLIP FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 8 MARCH 2013**

To: Xinhua Winshare Publishing and Media Co., Ltd.* (the “**Company**”)

Name(s) and registered address(es) of shareholder(s) *(Note 1)*: _____

Number of shares held *(Note 2)*: _____ domestic shares/_____ H shares
of RMB1.00 each in the share capital of the Company.

I/We intend to attend or appoint a proxy or proxies to attend the extraordinary general meeting of the Company to be held at 9:30 a.m. on Friday, 8 March 2013 at Sichuan Xinhua International Hotel, No.8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”).

Date: _____ Signature of shareholder(s): _____

Name of shareholder(s): _____

Notes:

1. Please insert full name(s) and registered address(es) (as shown in the register of members of the Company) in block letters.
2. Please insert the number of shares of the Company registered under your name(s) and delete if inappropriate.
3. This completed and signed reply slip should be delivered by hand or by post, for holders of domestic shares of the Company, to the Company's head office in the PRC at No.6 Wenxuan Road, Shang Mao Dadao, Cheng Bei, Chengdu, Sichuan 610081, the PRC or, 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 not later than 4:30 p.m. on 15 February 2013. In order to qualify to attend and vote at the 2011 annual general meeting, all transfer documents accompanied by the relevant share certificate(s) must be delivered to the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares of the Company, or to the Company's head office in the PRC at No.6 Wenxuan Road, Shang Mao Dadao, Cheng Bei, Chengdu, Sichuan 610081, the PRC for holders of domestic shares of the Company for registration not later than 4:30 p.m. on 5 February 2013.

* For identification purposes only