



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)

**REPLY SLIP FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 26 AUGUST 2014**

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 (the “**EGM**”) of the Company to be held at Sichuan Xinhua International Hotel, No. 8 Guzhongshi Street, Chengdu, Sichuan, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on Tuesday, 26 August 2014.

Date: _____

Signature of shareholder(s): _____

Name of shareholder(s): _____

Notes:

1. Please insert the full name(s) and address(es) as registered 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 as appropriate.
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, the PRC (Postal Code: 610081) or, for holders of H shares of the Company, to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 6 August 2014. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be delivered to the Company's head office in the PRC at No. 6 Wenxuan Road, Shang Mao Dadao, Cheng Bei, Chengdu, Sichuan, the PRC (Postal Code: 610081) (for holders of domestic shares of the Company) or the Company's H share registrar, 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), no later than 4:30 p.m. on 24 July 2014.

* For identification purposes only