



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 6 MARCH 2015**

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 Xichang Tianguang Yueying Hotel, Haibin Middle Road, Xichang, Sichuan, the People's Republic of China (the “PRC”) at 9:30 a.m. on Friday, 6 March 2015.

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 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 13 February 2015. 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 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 3 February 2015.

* For identification purposes only