

Xinhua Winshare Publishing and Media Co., Ltd.

Working Rules for the Nomination Committee of the Board

(Approval and implementation at the first meeting in 2008 of the second Session of the Board of the Company on 30 July 2008, the Fourth amendment approval at the first meeting in 2013 of the third Session of the Board of the Company on 16 January 2013)

CHAPTER 1 GENERAL PROVISIONS

- Article 1 To regulate the operation of the Nomination Committee of the Board of Xinhua Winshare Publishing and Media Co., Ltd (hereinafter referred to as the “Company”), these rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (collectively hereinafter referred to as the “Listing Rules”), the Guidelines for the Governance of Listed Companies, the Articles of Association of Xinhua Winshare Publishing and Media Co., Ltd (hereinafter referred to as the “Articles of Association”) and other relevant provisions.
- Article 2 The Nomination Committee of the Board is a special organ established by the Board, which is mainly responsible for providing opinions and recommendations regarding the candidates, conditions, standards and procedures for the proposed Directors, general manager, the secretary to the Board, other senior management and key management personnel of the Company.
- Article 3 The Nomination Committee shall have one secretary which is to be served by the secretary to the Board, who shall be responsible for daily contact, organization of meetings and all preparatory works to facilitate the decision-making of the Nomination Committee.

CHAPTER 2 MEMBERSHIP

- Article 4 The Nomination Committee shall be appointed by the Board of the Company from the Directors of the Company and the committee shall consist of not less than three members, a majority of whom shall be independent non-executive Directors of the Company.
- Article 5 Members of the Nomination Committee shall be nominated by the Chairman and one-third of all Directors, and be elected with the consent of half or more than half of the Directors of the Board.
- Article 6 The convener of the Nomination Committee shall be appointed by the Board of the Company and be an independent non-executive Director.
- Article 7 The term of office of the Nomination Committee shall be identical to that of the Board and members of the Committee shall be eligible for re-election for successive terms. During the period, any member of the Committee who no longer holds office as a Director of the Company shall automatically cease to be a member of the Committee and the vacancy shall be filled by the Board in accordance with the provisions of Article 4 to Article 6 above. The members of the Committee are subject to adjustments during the members’ terms, if so proposed by the Chairman and considered and passed by the Board.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The main duties and authorities of the Nomination Committee are as follows:

- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, and make recommendations to the Board in respect of the scale and structure of the Board based on the actual circumstances on operations, asset size, and shareholding structure of the Company regarding any proposed changes to the Board to align with the corporate strategy of the Company.
- (2) to study the selection criteria and process for the Directors, senior management and key management personnel and make recommendations to the Board.
- (3) to extensively identify suitable candidates for the Directors, senior management and key management personnel, and select and nominate the relevant persons to act as the Directors and management personnel.
- (4) to screen and provide advices and recommendations on the candidates for the Directors.
- (5) to screen and provide advices and recommendations on the senior management and key management personnel who are to be referred to the Board for appointment;
- (6) to evaluate the independence of independent non-executive Directors.
- (7) to make recommendations to the Board in respect of the appointment or re-appointment of Directors and the succession plan of Directors (in particular, Chairman and Chief Executive Officer).
- (8) other matters as authorised by the Board.
- (9) other relevant duties of the Nomination Committee as delegated under the laws and regulations applicable to the Company (including but not limited to the Listing Rules).

Article 9 The Nomination Committee shall be accountable to the Board. Any proposal of the Committee shall be submitted to the Board for consideration and determination. The controlling shareholder, without adequate reasons or reliable evidence, shall fully respect the recommendations of the Nomination Committee and cannot otherwise propose alternative candidates as Directors, senior management and key management personnel.

CHAPTER 4 DECISION-MAKING PROCESS

Article 10 The Nomination Committee shall study the selection criteria, selection process and term of office of the Directors, senior management and key management personnel of the Company as required by the relevant laws and regulations and the Articles of Association by taking into account the actual situation of the Company and prepare resolutions to be submitted to the Board for consideration.

Article 11 The selection process of the Directors, senior management and key management personnel is as follows:

- (1) the Nomination Committee shall actively communicate with the relevant departments of the Company and study the Company's demand for the Directors, senior management and key management personnel and present such information in writing;
- (2) the Nomination Committee may extensively identify candidates for the Directors, senior management and key management personnel from the Company, any company of which the Company is the holding company or in which the Company holds shares, the human resources market and other sources;
- (3) collect information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts, etc. of the candidates and present such information in writing;
- (4) seek the nominee's consent to nomination, otherwise, the nominee shall not be deemed a candidate for the Directors, senior management and key management personnel.
- (5) convene a Nomination Committee meeting to examine the qualifications of the candidates against the criteria for the Directors, senior management and key management personnel.
- (6) make recommendations to the Board regarding the candidates for Directors and new senior management and key management personnel and submit the relevant information to the Board one to two months prior to the election of new Directors and the appointment of new senior management and key management personnel.
- (7) take other follow-up actions according to the decision and feedback from the Board.

CHAPTER 5 RULES OF PROCEDURE

Article 12 The Nomination Committee shall hold at least one meeting each year. Meetings may be convened at the request of the convener or the members of the Committee if deemed necessary. The convener of the Committee or (in case of his absence) another member appointed by him shall chair the meeting.

Article 13 Two-thirds of the members are required to form the quorum of a Nomination Committee meeting. Each member shall be entitled to one vote. Resolutions made at any meetings shall be passed by more than half of all members attending the meeting.

- Article 14 Any attending member of the Nomination Committee has to select one of the above choices. If any member fails to make any choice or selects two or more choices, the convener of the Committee shall require the relevant member to make his/her choice again, or the member shall be deemed to have abstained from voting. Any member who leaves the meeting, does not return, and without making any choice shall be deemed to have abstained from voting.
- Article 15 A member of the Nomination Committee who is connected with any resolution proposed at the meeting of the Committee may not vote, either in person or as a proxy of another member, on such resolution.
- Article 16 Votes shall be taken on a show of hands or on a poll at a Nomination Committee meeting. All meetings may be held by way of on-site meetings, telephone conferences or other similar communication equipment. Under emergency, the meetings of the Nomination Committee may be held by voting of telecommunication.
- Article 17 Members of the Nomination Committee shall attend the meetings in person. If they cannot attend for some reasons, they may review the materials to be tabled at the meeting in advance and formulate their point of views for submission at the meeting by other members appointed by them as proxy in writing.
- Article 18 If any member of the Nomination Committee fails to attend the meetings in person or by proxy appointed by them for two (2) consecutive times, the Board may remove the said member.
- Article 19 The secretary to the Board shall attend the meetings of the Nomination Committee. The Nomination Committee may invite other Directors, supervisors, general manager, other senior management and relevant personnel of the Company to attend its meetings if considered necessary.
- Article 20 The Nomination Committee shall be provided with sufficient resources by the Company to perform its duties. Intermediaries may be engaged by the Nomination Committee at the expenses of the Company to give professional advice on its decision-making if considered necessary.
- Article 21 The proceedings and voting methods of a meeting of the Nomination Committee and the resolutions passed at such meeting must comply with the requirements of the relevant laws, regulations, Articles of Association and these rules.
- Article 22 Minutes shall be kept for the Nomination Committee meetings. Members attending the meeting shall review and sign on the minutes of the meeting, which shall be maintained at the office of the Board designated by the secretary to the Board.
- Article 23 Resolutions passed at a meeting of the Nomination Committee and the poll results thereon shall be reported to the Board in writing.
- Article 24 All members present at a meeting shall be obliged to keep all matters discussed at the meeting confidential and shall not disclose relevant information without authorisation.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

- Article 25 Matters which are not covered by these rules shall be executed in accordance with the relevant laws, regulations and the Articles of Association. In the event that these rules are inconsistent with the relevant laws, regulations and the Articles of Association amended in accordance with legal procedures, the latter shall prevail and these rules shall be revised accordingly and reported to the Board for consideration and approval.
- Article 26 These rules shall be executed upon the approval by the Board and the date of the public offering and listing on the Shanghai Stock Exchange of the Company's A shares.
- Article 27 The Board of the Company shall have the right to construe and amend these rules.