Xinhua Winshare Publishing and Media Co., Ltd.

(the "Company")

Nomination, Election and Removal of Directors

Unless the context requires otherwise, the terms used herein shall have the same meanings as those defined in the Articles of Association of the Company.

I. Nomination

1. Upon election of the Board, the Directors may put forward on the proposed list of candidates from the previous session of the Board, provided that the number of the candidates shall comply with the provisions of the Articles of Association and shall not be more than the number of proposed candidates.

2. The existing Nomination Committee under the Board shall propose the recommended candidate list according to the numbers of Directors subject to provisional addition and re-election.

3. Shareholder(s) severally or jointly holding more than 3% of the Company's shares may put forward a provisional proposal to the general meeting for consideration in respect of the candidates for Directors and submit the same together with the biography and general information of the nominated candidates to the Board 10 days before the general meeting.

II. Election

1. In accordance with the requirements of the relevant laws, regulations and Articles of Association, as well as with reference to the actual conditions of the Company, the Nomination Committee under the Board shall study the selection criteria for Directors of the Company, the selection process and the term of office and shall submit the resolution to the Board for consideration.

2. The Nomination Committee under the Board may extensively identify suitable candidates for Directors in the Company, companies in which it has controlling

shareholding or equity interests, the employment market and other channels, and shall collect the information of the candidates, such as occupation, educational qualifications, title of his/her position, detailed working experience, including part-time jobs, and shall present such information in writing.

3. The Nomination Committee under the Board shall convene meeting(s) and examine the qualifications of the initial candidates based on the criteria for appointment of Directors.

4. The Nomination Committee under the Board shall make recommendations to the Board regarding the director candidates and submit the relevant information to the Board one to two months before the election of new Directors.

5.The Board may put forward the director candidates as determined after examination and adoption of resolution(s) at the general meeting by way of written proposal. The Board shall provide the shareholders with the biography and general information of the director candidates.

6. The director candidates shall, after notice of the general meeting in relation to the election of the Directors was given by the Company and not less than 7 days before the general meeting, make a written undertaking to accept their nomination, guarantee the disclosed information of the them is true and complete and undertake due performance of Directors' obligations if elected.

7. Each director candidate shall be put to vote separately at the general meeting. Voting results of the general meeting shall be disseminated after approval(s) of the director candidate(s) has/have been obtained at the general meeting by way of resolutions. The elected Directors shall sign a letter of appointment with the Company and complete the letter of undertaking and statement in accordance with the relevant provisions under the Listing Rules.

III. Term of office

Directors shall be elected by a shareholders' general meeting with a term of office of three years. A Director may be re-elected upon expiration of the term. The term of office of a Director commences from the date of the resolution passed at shareholders' general meeting, up to the maturity of the current term of office of the Board.

IV. Removal

1. The shareholders' general meeting may by ordinary resolution remove any Director before the expiration of his/her term of office (but without prejudice to such Director's rights to claim damages based on any contract), subject to full compliance with relevant laws and administrative regulations.

2. Upon expiry of the term of a Director and no re-election is made in a timely manner, or where a Director resigns during his/her term of office such that the number of the members of the Board is less than the quorum as required by law, the said Director shall continue to perform his/her duties as a Director in accordance with the provisions of laws, administration regulations and the Articles of Association.