XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.
Working Rules for the Remuneration and Appraisal Committee of the Board

CHAPTER I GENERAL PROVISIONS

Article 1 These rules are formulated by Xinhua Winshare Publishing and Media Co., Ltd. (the "Company") in accordance with the Company Law, the Code of Corporate Governance for Listed Companies, the Listing Rules and other laws, regulations, regulatory rules as well as provisions of the Articles of Association of Xinhua Winshare Publishing and Media Co., Ltd. (hereinafter referred to as the "Articles of Association"), to improve its corporate governance structure and regulate the appraisal and remuneration management.

Article 2 The Remuneration and Appraisal Committee (hereinafter referred to as the "Committee") under the board of directors is a special organ established by the board of directors, which shall provide advice or recommendation for decision making and hold responsibility for and report to the board of directors.

Where a matter requires prior review by the Party Committee, the relevant prior review procedure of the Party Committee shall be followed in accordance with regulations.

Article 3 The Committee is established for the purpose of reviewing and assessing the construction and operation of the Company' s remuneration and performance system, and enabling the Company to formulate the remuneration and appraisal policy in respect of the Directors and senior management in a more open and objective manner.

Article 4 These rules shall be applicable to the Committee and the relevant personnel and departments relating thereto.

CHAPTER II MEMBERSHIP

Article 5 The Committee shall be appointed by the Board of the Company from the Directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors.

Article 6 The convener (chairman) of the Committee shall be appointed by the Board and shall be a member of the Committee and an independent non-executive Director of the Company.

Article 7 Members of the Committee shall be nominated by the Chairman of the Board or one-third of all the Directors, and shall be elected with the consent of more than half of the Directors of the Board.

Article 8 The term of office of the member shall be identical to that of the Director of the Company. Upon expiry of the term of office, the member may serve successive terms. If any member ceases to be a Director of the Company during his/her term of office, he/she shall automatically cease to be a member of the Committee, and the Board shall supplement the number of Committee members in accordance with the provisions of Articles 5 to 7 above.

On the recommendation of the Chairman of the Board and discussion of the Board, adjustment shall be made to the members of the Committee during the term of office.

CHAPTER III DUTIES AND AUTHORITIES

Article 9 The Committee shall be responsible for formulating assessment criteria of Directors and senior management, conducting such assessment, developing and reviewing remuneration policies and plans including the remuneration determination mechanism, decision-making process, payment and stop-payment recovery arrangements for Directors and senior management, and making recommendations to the Board on the following matters:

(1) remuneration of Directors and senior management;

(2) formulation or modification of equity incentive schemes and employee stock ownership schemes, and achievement of conditions for granting rights to incentive targets and their exercising of rights;

(3) stock ownership schemes arranged by Directors and senior management in subsidiaries to be spun off;

(4) other matters stipulated by laws, regulations, regulatory rules and the Articles of Association.

Where the Board does not adopt or does not fully adopt the Committee's recommendations, it shall record the Committee's opinions and the specific reasons for not adopting them in the Board resolution and disclose accordingly.

Article 10 The major duties of the Committee are:

(1) to evaluate and review the establishment or implementation of the overall remuneration and performance system of the Company, to assess, review and make recommendations to the Board on the remuneration packages of Directors and senior management and their overall interests on an annual basis or when necessary;

(2) to make recommendations to the Board on all consultation agreements and service contracts entered into by the Company with any Directors or senior management, or any companies associated with them, including any changes, revisions or modifications;

(3) to consider the disclosure of any particulars in the annual reports and accounts of the Company in respect of the remuneration/benefits of the Chairman, Directors and senior management in addition to those required by laws, and examine the way of presenting the information;

(4) to make recommendations to the Board in respect of the policies and structure regarding the remuneration of all Directors and senior management, as well as the establishment of a formal and transparent system to formulate such remuneration policies. The Committee shall also make recommendations to the Board on an on-going basis in respect of the total remuneration and/or benefits of the Directors;

(5) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;

(6) to study the assessment criteria for the Directors and senior management, to review and approve the performance-based remunerations by reference to the corporate policy of the Board and the Company's goals from time to time;

(7) the Committee may, by adopting one of the following two options, determine or recommend the remuneration package of individual executive Directors and senior management:

1. to fix the remuneration of individual executive Directors and senior management as delegated by the Board;

2. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

These shall include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(8) to make recommendations to the Board on the remunerations of non-executive Directors;

(9) to review and approve the compensation arrangements to executive Directors and senior management in connection with any loss or termination of their office or appointment of such executive Directors, senior management and key management personnel, and ensure such arrangements are determined in accordance with the relevant contractual terms or to be fair and reasonable and not excessive for the Company otherwise;

(10) to review and approve the compensation arrangements for the Directors or senior management in connection with any dismissal or removal for misconduct of such Directors or senior management, and ensure such arrangements are determined in accordance with the relevant contractual terms or to be fair and reasonable otherwise;

(11) to ensure that no Directors or senior management or any of their respective associates shall determine their own remuneration;

(12) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules of the Hong Kong Stock Exchange;

(13) the Committee shall provide advice to the shareholders on how to vote on any directors' service contracts which require shareholders' approval;

(14) to ensure that adequate retirement arrangements for the Chairman, executive Directors and senior management are in place and maintained continuously to reflect the performance of the Chairman, executive Directors and senior management;

(15) to ensure that the Company is able to provide and maintain an overall competitive and attractive remuneration and benefits, which enables the Company to recruit and retain high-caliber management and Board members;

(16) to exercise other powers and functions of the Committee as authorized by the Board;

(17) to comply with any requirement, instructions and rules that may from time to time be amended by the Board and the relevant provisions of laws, regulations, regulatory rules and the Articles of Association;

(18) to ensure the convener of the Committee or (in the absence of the convener) another committee member on his/her behalf or (in the absence of such other member) an authorized Committee representative to attend the annual general meeting of the Company to answer relevant questions.

Article 11 The Committee has been authorized by the Board to review, assess and make recommendations on any matters relating to its terms of reference.

Article 12 The Committee shall report to the Board. At the next Board meeting following the Committee meeting, the convener of the Committee shall report the findings and recommendations of the Committee to the Board.

Article 13 The Committee is an independent and fair committee, which shall not hold any financial interest in relation to the proposed remuneration packages and/or benefits and shall ensure that no Director shall be entitled to formulate or determine his/her own remunerations.

Article 14 The Committee shall use internal and publicly available information to ensure the competitiveness of the Company's basic salary with that of the prevailing market, and shall compare with other companies with similar size, nature and scope of business to ensure the competitiveness of the overall remuneration package/benefits of the Company.

Article 15 The Committee must from time to time consider and take full account of the performance of the executive Directors and senior management, the interests of all the shareholders of the Company, the financial position of the Company and market conditions.

The Committee shall ensure the executive Directors and senior management, on the basis of the contributions made by them to the Company, are provided with fair remuneration and appropriate incentives to enable them to maintain outstanding performance, among which, the majority of the remuneration of the executive Directors shall be linked to the performance of the Company and their individual performance.

The Committee shall consult with the Chairman and/or general manager of the Company for their approval of the proposed remunerations of other executive Directors and senior management.

Article 16 The Committee shall be provided with sufficient resources to fulfill its duties.

Article 17 The Committee has been authorized by the Board to obtain external legal or other independent professional advices with all reasonable fees to be borne by the Company. The Committee shall also ensure that external professionals with the relevant experience to attend meetings when it considers necessary.

CHAPTER IV RULES OF PROCEDURE

Article 18 Meetings shall be held not less than once each year. The convener or any members of the Committee may request to convene a meeting if they consider necessary and upon receipt of such request, the secretary of the Committee shall make relevant arrangement as per the convener' s instructions to convene the meeting.

Article 19 More than two-thirds of the members must be present at the meeting, so as to form the quorum of the meeting.

Article 20 Under all circumstances, the Chairman must be informed of all meetings of the Committee. The Chairman may attend all meetings of the Committee, except where his remuneration packages or benefits are to be discussed at the meeting.

Article 21 The secretary to the Board shall be the secretary of the Committee who shall attend all meetings of the Committee.

Article 22 Directors and senior management may be invited by the Committee to attend the Committee meetings, if appropriate, except where their remuneration packages or benefits are to be discussed at the meeting.

Article 23 Where necessary, the Committee may invite personnel of the human resources department and other person-in-charge from relevant departments or professionals to attend the meetings of the Committee to give advice to its members.

Article 24 Meetings of the Committee shall be held in the form of on-site meetings. Members of the Committee may participate in a meeting via video, telephone or similar communications equipment, by means of which all persons participating in the meeting shall be able to hear each other. Participation in a meeting pursuant to this Article shall constitute presence in person at such meeting. In case of urgency, the meeting of the Committee may be held by means of correspondence voting.

Article 25 Members of the Committee shall attend the meetings in person. Members of the Committee who, due to certain reasons, are unable to attend the meeting in person shall review the meeting materials in advance and form a clear opinion, and may appoint another member in writing to attend on his/her behalf. In principle, the Company shall provide relevant materials and information no later than three days before a Committee meeting.

Article 26 If any member of the Committee fails to attend meetings in person or by proxy for two (2) consecutive times, the Board may remove or replace the said member.

Article 27 Each member has one (1) vote. All attending members are to vote for or against proposals or abstain from voting.

Article 28 Any Committee member has to select one of the choices stated in the previous article. If any member does not make any choice or selects two or more choices, the convener of the committee shall require the member to make his/her choice again, or else the member is deemed to have abstained from voting. Any member who has left the meeting without making any choice is deemed to have abstained from voting. A resolution proposed at a meeting of the Committee shall be passed by more than half of all members.

Article 29 A member who is connected with any proposal to be resolved at the meeting of the Committee may not vote, in person or as proxy of another member, on such proposal.

Article 30 Committee members attending the meeting shall be obliged to keep all matters considered at the meeting confidential and shall not disclose relevant information in an unauthorized manner.

Article 31 A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Such resolution may be signed in counterparts, consisting of several documents in the same form each signed by one or more of the members of Committee, all of which shall be deemed as the only and same written resolution. Such resolution may be signed and circulated by fax or other electronic communications.

Article 32 Minutes shall be prepared for the Committee meetings in accordance with regulations. The minutes shall be truthful, accurate, and complete, and shall fully reflect the opinions of the participants on the matters under consideration. Members of the Committee, the secretary of the Committee, and other relevant personnel attending the meetings shall sign on the minutes for confirmation. Full minutes of Committee meetings shall be kept by the secretary of the Committee, and the abovementioned meeting information shall be kept for at least ten years.

Copies of the minutes of meetings of the Committee shall be provided by the secretary of the Committee to the Board.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 33 Unless otherwise specified, the terms used in these rules shall have the same meanings as those in the Articles of Association.

Article 34 These rules shall be effective upon the approval by the Board of the Company.

Article 35 The Board of the Company shall be responsible for the interpretation and amendments of these rules.