

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD.

Working Rules for the Nomination Committee of the Board

CHAPTER 1 GENERAL PROVISIONS

Article 1 To regulate the operation of the Nomination Committee (hereinafter referred to as the “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 relevant provisions of the Company Law, the Code of Corporate Governance for Listed Companies, the Listing Rules, the Articles of Association of Xinhua Winshare Publishing and Media Co., Ltd (hereinafter referred to as the “Articles of Association”).

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 and senior management of the Company.

Article 3 The 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 Committee.

CHAPTER 2 MEMBERSHIP

Article 4 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 and at least one of whom shall be of different gender.

Article 5 Members of the Committee shall be nominated by the Chairman or one-third of all Directors, and be elected with the consent of more than half of the Directors of the Board.

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

Article 7 The term of office of the 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 Committee are as follows:

- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in preparing a skills matrix for the Board, and make recommendations to the Board in respect of the scale and structure of the Board based on the 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 and senior management and make recommendations to the Board;
- (3) to extensively identify suitable candidates for the Directors and senior management, and select and nominate the relevant persons to act as the Directors and senior management;
- (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 who are to be referred to the Board for appointment and dismissal;
- (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) to assist the Company in assessing the performance of the Board on a regular basis;
- (9) other matters as stipulated by laws, regulations, and regulatory rules or authorized by the Board.

Article 9 The 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 shall fully respect the recommendations of the Committee and cannot otherwise propose alternative candidates as Directors and senior management without adequate reasons or reliable evidence.

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.

CHAPTER 4 DECISION-MAKING PROCESS

Article 10 The Committee shall study the selection criteria, selection process and term of office of the Directors and senior management and key management personnel of the Company as required by the relevant laws, regulations, regulatory rules 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.

When disclosing information about Director candidates, the Company shall simultaneously disclose the Committee's review opinions. The Committee shall assess the qualifications of Directors and senior management, and where it finds that anyone does not meet the qualifications, it shall promptly recommend his/her removal to the Board.

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

- (1) the Committee shall actively communicate with the relevant departments of the Company and study the Company's demand for the Directors and senior management and present such information in writing;
- (2) the Committee may extensively identify candidates for the Directors and senior management 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 and senior management;
- (5) convene a Committee meeting to examine the qualifications of the candidates against the criteria for the Directors and senior management;
- (6) make recommendations to the Board regarding the candidates for Directors and new senior management and submit the relevant information to the Board prior to the election of new Directors and the appointment of new senior management in accordance with the provisions of laws, regulations, regulatory rules and the Articles of Association;
- (7) take other follow-up actions according to the decision and feedback from the Board.

Article 12 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.

CHAPTER 5 RULES OF PROCEDURE

Article 13 The 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 14 Two-thirds of the members are required to form the quorum of a 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. In principle, the Company shall provide relevant materials and information no later than three days before a Committee meeting.

Article 15 Members of the Committee shall select one of the following choices: approval, disapproval, or abstention. 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 16 Where a member of the Committee who is connected with any resolution proposed at the meeting of the Committee, he/she shall not exercise the voting rights on such resolution, nor shall he/she exercise the voting rights on behalf of another member.

Article 17 Votes shall be taken on a show of hands or on a poll at a Committee meeting. Participants of the meeting may participate in the meeting by way of video, telephone or other similar communication equipment. Under emergency, the meetings of the Committee may be held by voting of telecommunication.

Article 18 Members of the Committee shall attend the meetings in person. If they cannot attend for some reasons, they shall review the meeting materials in advance and formulate their point of views for submission at the meeting by other members appointed by them as proxy in writing.

Article 19 If any member of the Committee fails to attend the meetings in person or by proxy appointed by them for two (2) consecutive times, the Board may remove or replace the said member.

Article 20 The secretary to the Board shall attend the meetings of the Committee. The Committee may invite other Directors, senior management and relevant personnel of the Company to attend its meetings if considered necessary.

Article 21 The Committee shall be provided with sufficient resources by the Company to perform its duties. Intermediaries may be engaged by the Committee at the expenses of the Company to give professional advice on its decision-making if considered necessary.

Article 22 The proceedings and voting methods of a meeting of the Committee and the resolutions passed at such meeting shall comply with the requirements of the relevant laws, regulations, regulatory rules, the Articles of Association and these rules.

Article 23 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. The minutes shall be the responsibility of the office of the Board, and the abovementioned meeting information shall be kept for at least ten years.

Article 24 Resolutions passed at a meeting of the Committee and the poll results thereon shall be reported to the Board in writing.

Article 25 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 authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 26 Unless otherwise specified, the terms used in these rules shall have the same meanings as those in the Articles of Association.

Article 27 These rules shall be effective upon the approval by the Board of the Company.

Article 28 The Board of the Company shall be responsible for the interpretation and amendments of these rules.