Xinhua Winshare Publishing and Media Co., Ltd.

Working Rules for the Nomination Committee of the Board

(Third amendment approval at the fourth meeting of the third Session of the Board of Directors of the Company on 23 March 2012)

CHAPTER 1 GENERAL PROVISIONS

Article 1 To further standardize the selection of the members of the Company's board (the "Board") of directors (the "Director(s)"), senior management and key management personnel, optimize the composition of the Board of Directors and improve the corporate governance structure of the Company, the Company established the Nomination Committee (the "Committee") under the Board of Directors and formulated these rules in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Guidelines for the Governance of Listed Companies of China Securities Regulatory Commission, the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Articles of Association of the Company (the "Articles of Association") and other relevant provisions.

Capitalised terms used herein shall have the same meanings as those defined in the Listing Rules unless the context requires otherwise and shall be construed in accordance with the Listing Rules.

Article 2 The Nomination Committee is a special organ established by the Board of Directors which shall report to and hold responsibility for the Board.

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 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 (the "INEDs").

Article 5 Members of the Nomination Committee (the "Members") shall be nominated by the chairman of the Board or more than half of the INEDs or one-third of the Directors and be elected with the consent of a simple majority of the Directors.

Article 6 The convener (the "Convener") of the Nomination Committee shall be appointed by the Board and be an INED.

Article 7 The term of office of the Nomination Committee shall be identical to that of the Board and 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 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.

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 regarding any proposed changes to the Board to align with the corporate strategy of the Company based on the actual circumstances on operations, asset size, shareholding structure and strategic planning, etc. of the Company;

(2) to study the selection criteria and process for Directors, senior management and key management personnel (collectively the "Management") and make recommendations to the Board;

(3) to identify extensively suitable candidate for the Directors and Management, and select and nominate the relevant persons to act as the Directors and Management;

(4) to screen and provide advices and recommendations on the candidates for the Directors and Management;

(5) to screen and provide advices and recommendations on the Management who are to be referred to the Board for appointment;

(6) to assess the independence of INEDs;

(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; and

(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 proposals of the Committee shall be submitted to the Board for consideration and decision. The controlling shareholder of the Company, without adequate reasons or reliable evidence, shall fully respect the recommendations of the Nomination Committee and cannot otherwise propose other candidates as Directors or Management.

Article 10 The Convener or a Committee Member on his behalf shall be required to attend the annual general meeting to answer shareholders' questions.

CHAPTER 4 DECISION-MAKING PROCESS

Article 11 The Nomination Committee shall study the selection criteria, selection process and term of office of the Directors and Management as required by the relevant laws and regulations (including but not limited to the Listing 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.

Article 12 The selection process of the Directors and Management is as follows:

(1) the Nomination Committee shall actively communicate with the relevant departments and study the Company's demand for Directors and Management and present such information in writing;

(2) the Nomination Committee may identify extensively candidates for Directors and Management from the Company, any company of which the Company is the holding company or which is a subsidiary of the Company, the market and the other sources;

(3) gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts, etc of the candidates for the Directors and Management and present such information in writing;

(4) seek the nominee's consent to nomination, otherwise, the nominee cannot be a candidate for the Directors and Management;

(5) convene a Nomination Committee meeting to examine the qualifications of the candidate against the criteria for the Directors and Management;

(6) make recommendations to the Board regarding the candidates for Directors and new Management and submit the relevant information to the Board one to two months prior to the election of new Directors and appointment of new Management;

(7) take other follow-up actions according to the decision and feedback from the Board.

CHAPTER 5 RULES OF PROCEDURE

Article 13 The Nomination Committee shall hold at least one meeting each year. Meetings may be convened at the request of the Convener or the Members if deemed necessary. The Convener 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 Nomination Committee meeting. Each Member shall be entitled to one vote. Resolutions at any meetings shall be passed by a simple majority of votes of all the Members attending the meeting.

Article 15 Votes shall be taken on a show of hands or on a poll at a Nomination Committee meeting. All meetings may be held on site or by telephone conference call or other similar communication equipment.

Article 16 The secretary to the Board shall attend the meetings of the Nomination Committee. The Nomination Committee may invite other Directors, supervisors and relevant personnel of the Company to attend its meetings if necessary.

Article 17 The Nomination Committee shall be provided with sufficient resources to perform its duties by the Company. Intermediaries may be engaged by the Nomination Committee at the expenses of the Company to give independent professional advice on its decision-making if considered necessary.

Article 18 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, the Listing Rules, Articles of Association and these rules.

Article 19 Minutes shall be taken in writing on all meetings of the Nomination Committee. Members attending the meeting shall sign on the minutes of the meeting, which shall be kept in accordance with the requirements of the relevant laws and regulations, the Listing Rules and Articles of Association. Otherwise, it shall be maintained at the office of the Board designated by the secretary to the Board.

Article 20 Resolutions passed at a meeting of the Nomination Committee and the voting results thereon shall be reported to the Board in writing.

Article 21 All Members present at a meeting shall be obliged to keep confidential as to all matters discussed at the meeting and shall not disclose such information without authorisation.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 22 For matters which are not covered by these rules, they shall be executed in accordance with the relevant laws and regulations, the Listing Rules, other applicable laws, rules, regulations and codes in Hong Kong and the Articles of Association. For avoidance of doubt, in the event that these rules are more lenient than the relevant laws and regulations, the Listing Rules, other applicable laws, rules, regulations and codes in Hong Kong and the Articles of Association, the latter shall prevail. In the event that these rules are not in congruence with the relevant laws and regulations, the Listing Rules, other applicable laws, rules, regulations and codes in Hong Kong to be promulgated 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 23 These rules shall be implemented from the date on which the Board resolution is adopted, and shall be interpreted and revised by the Committee, which are to be published on the Stock Exchange website and the Company's own website in accordance with the relevant requirements of the Listing Rules.

Article 24 The English version of these rules is only the translation of its Chinese version. For any inconsistency between the English and Chinese versions, the Chinese version shall prevail.