

HONY MEDIA GROUP

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 419)

**Terms of Reference of the Nomination Committee
of the Board of Directors (the “Board”) of the Company**

1. CONSTITUTION

The Board of Hony Media Group (the “Company”) has resolved to establish a Nomination Committee (“Nomination Committee”).

2. MEMBERSHIP

- a. The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than two members, a majority of whom shall be independent non-executive directors of the Company. A Director shall automatically cease to be a member of the Nomination Committee upon ceasing to hold the position of a director of the Company;
- b. The Chairman of the Nomination Committee appointed by the Board must be a member of the Nomination Committee and either the chairman of the Board or an independent non-executive director of the Company;
- c. The secretary of the Nomination Committee shall be the Company Secretary of the Company; and
- d. The appointment of members of the Nomination Committee may be revoked or modified by separate resolutions passed by the Board.

3. PROCEEDINGS OF THE NOMINATION COMMITTEE

3.1 Notice:

- a. Notice of any meetings of the Nomination Committee has to be given at least 14 days prior to any such meeting being held. Any member may waive any notice required to be given by law or under these terms of reference, and the attendance of a member at a meeting shall be deemed to be a waiver by such member. Any member of the Nomination Committee may, and the secretary of the Nomination Committee on the request of a member of the Nomination Committee shall, at any time summon a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee in

writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the secretary by such member of the Nomination Committee or in such other manner as the members may from time to time determine. Any notice given verbally shall be confirmed in writing;

- b. Notice of meeting shall state the place, date and time of the meeting; and
- c. An agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting shall be circulated to all members in a timely manner and at least 3 days before the intended date of the meeting.

3.2 Quorum:

The quorum of the Nomination Committee meeting shall be two (2). Any member of Nomination Committee may participate in a meeting by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person. The Chairman of Nomination Committee shall preside as chairman at every meeting of the Nomination Committee. In the absence of the Chairman, the members present may choose one of their members (another independent non-executive director) to be chairman of the meeting.

3.3 Frequency of meetings:

Meetings shall be held at least once every year.

4. MINUTES AND WRITTEN RESOLUTIONS

- a. A written resolution, signed by all members of the Nomination Committee, shall be as valid as if it had been passed at a meeting of the Nomination Committee;
- b. The secretary of the Nomination Committee shall circulate the draft and final versions of the minutes of the meeting or written resolutions of the Nomination Committee to all members of the Nomination Committee for their comment and records, respectively, within a reasonable time after the meeting;
- c. The secretary of the Nomination Committee shall record individual attendance of members of the Nomination Committee, on a named basis, at meetings; and

- d. The secretary of the Nomination Committee shall keep full minutes of the meetings and written resolutions of the Nomination Committee.

5. ANNUAL GENERAL MEETING

The Chairman of the Nomination Committee shall attend the annual general meeting of the Company (“AGM”). If the Chairman of the Nomination Committee is unable to attend the AGM, another member of the Nomination Committee or failing this his duly appointed delegate, shall be available to answer questions at the AGM.

6. AUTHORITY

The Nomination Committee may exercise the following powers in order to perform its duties:

- a. to request any necessary information from any employee of the Company (together with its subsidiaries from time to time, collectively referred to as the “Group”); and
- b. to obtain independent professional advice, if necessary, at the Company’s expense, and receive adequate resources.

7. DUTIES

The duties of the Nomination Committee shall include, without limitation:

- a. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- b. to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- c. to assess the independence of independent non-executive directors of the Company (“INEDs”);
- d. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive of the Board;
- e. to develop and maintain the policy for the nomination of director of the Company; the policy should include nomination procedures and the process and criteria to select and recommend candidates for directorship;
- f. to conduct an annual review of the implementation and effectiveness of the Company’s Diversity Policy and the Board Independence Mechanism;

- g. to ensure that time commitment is obtained from directors on their appointment and the expectations are met; and
- h. to evaluate the continued independence of an INED who has served more than nine years, should be re-elected, the Nomination Committee shall document its assessment process and the rationale for its determination, including the specific factors considered and the discussions held.

8. REPORTING PROCEDURES

The secretary of the Nomination Committee shall report formally to the Board at the next meeting of the Board following a meeting of the Committee, on matters within its remit.

9. CONTINUING APPLICATIONS OF THE BYE-LAWS OF THE COMPANY

The bye-laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Nomination Committee.

In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.