

**Asiaray Media Group Limited**  
**雅仕維傳媒集團有限公司**  
(the “**Company**”)  
(Adopted as of 6 December 2014)

**TERMS OF REFERENCE FOR NOMINATION COMMITTEE**

**1. Purpose**

The nomination committee of the Company (the “**Committee**”) is to identify, screen and recommend to the board of directors of the Company (the “**Board**”) appropriate candidates to serve as directors of the Company (the “**Directors**”), to review the structure, size and composition of the Board and recommend to the Board nomination guidelines for the Company.

**2. Membership**

- 2.1 All members of the Committee (the “**Members**”) shall be appointed by the Board. The Committee shall comprise a minimum of three Directors. The Committee is chaired by the chairman of the Board or an independent non-executive Director and comprises a majority of independent non-executive Directors.
- 2.2 The independent non-executive Directors appointed to the Committee must have been determined by the Board to be independent as defined in the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited as modified from time to time (the “**Listing Rules**”).
- 2.3 Subject to the requirements of the Listing Rules, the Board may appoint and remove Members in accordance with the Articles of Association of the Company (“**Articles of Association**”). Members will serve for such terms as the Board may fix, and in any case at the will of the Board, whether or not a specific term is fixed. The Board may remove Members at its sole discretion.
- 2.4 The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board, or if the Board does not do so, the Members will appoint a Member as Chairman by a majority vote of the Members.

### 3. Meetings

#### 3.1 Frequency

The Committee shall meet as often as it determines necessary, but not less than once a year. Any Member, or the Secretary (as defined below) on requisition of any Member may call a meeting of the Committee.

#### 3.2 Notice

Notice of any meetings of the Committee has to be given to all Members prior to any such meeting being held in accordance with the Articles of Association. Notice of a meeting of the Committee shall be deemed to be duly given to a Member if it is given to such Member in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine.

#### 3.3 Quorum

The quorum for the meetings of the Committee shall be two Members.

#### 3.4 Resolutions

Resolutions of the Committee shall be passed by a majority of votes, or by way of written resolutions signed by all of the Members in accordance with the Articles of Association. In the case of any equality of votes, the Chairman shall have an additional or casting vote. Members may participate in any meeting of the Board by means of a telephone conference, video conference or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.

#### 3.5 Chairman

The Chairman (or if he or she is not present within five (5) minutes after the time appointed for holding a meeting, a Member appointed to be Chairman by the Members present) shall preside at all meetings of the Committee. The Chairman shall be responsible for leadership of the Committee.

#### 3.6 Secretary

The company secretary of the Company shall be the secretary of the Committee (the “**Secretary**”).

### 3.7 Minutes

The Secretary of the Committee should keep full minutes of all Committee meetings (who shall attend each meeting). Draft and final versions of minutes of meetings of the Committee shall be sent to all Members for their comments and records respectively, in both cases within a reasonable time after the meeting.

### 3.8 Procedures

The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with these terms of reference (“**these Terms**”), resolutions of the Board, the Articles of Association of the Company and other corporate governance documents, the Listing Rules and applicable laws or regulations.

## 4. **Duties**

The duties of the Committee shall include the following:

- 4.1 To review the structure, size, composition and diversity of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.
- 4.2 To report to the Board the composition of the Board members and monitor the implementation of the policy on board diversity.
- 4.3 To make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy and progress on achieving those objectives.
- 4.4 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; the candidates for directorship will be selected taken into account a wide range of factors, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term.
- 4.5 To assess the independence of independent non-executive Director.
- 4.6 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 Company, taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

## **5. Authority and reports**

- 5.1 The Committee shall report directly to the Board unless there are legal or regulatory restrictions on the Committee's ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 5.2 The Committee shall be provided by the Company with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 5.3 The Committee shall have the authority to retain and terminate any search firm to be used to identify Director candidates and shall have the authority to approve the search firm's fees and other retention terms.
- 5.4 The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other professional advisors at the expense of the Company to assist in its carrying out of its duties.
- 5.5 The Committee shall have full access to management. The Committee may invite members of management or others to attend the meetings of the Committee and provide pertinent information as appropriate.

## **6. Annual general meetings**

- 6.1 The chairman of the Committee (or in his absence, his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to questions at the annual general meeting on the Committee's activities.

## **7. Terms available**

- 7.1 The Committee should make available these Terms, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange of Hong Kong Limited's website and the Company's website.

## **8. Conflict**

- 8.1 If these Terms conflict with the Listing Rules (as amended from time to time), implementation shall be in accordance with the Listing Rules, and these Terms shall be amended and presented to the Board for consideration and adoption as soon as practicable.

***Note: If there is any inconsistency between the English and Chinese versions of these Terms, the English version shall prevail.***