



XINHUA NEWS MEDIA HOLDINGS LIMITED

新華通訊頻媒控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 309)

(the “Company”)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE (THE “COMMITTEE”)

These terms of reference were approved and adopted by the resolutions of the board of directors of the Company (the “**Board**”) passed on 8 March 2012 and amended on 7 June 2013 and 10 January 2019.

1. Membership

- i. Members of the Committee (the “**Member**”) shall be appointed by the Board and will comprise of at least three Members.
- ii. A majority of the Members shall be independent non-executive directors.

2. Chairman

- i. The chairman of the Committee shall be appointed by the Board who should be the Chairman of the Board or an independent non-executive director.
- ii. In the absence of the chairman, the remaining Members shall elect an independent non-executive director to be the chairman of the meeting.

3. Secretary

- i. The company secretary shall be the secretary of the Committee.
- ii. In the absence of the secretary, the Members present at the meeting of the Committee shall elect another person as the secretary.

4. Quorum

- i. The quorum for meetings of the Committee shall be two Members.
- ii. A duly convened meeting of the Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of meetings

- i. The Committee shall meet at least once a year and at such times as the Committee shall require.

6. Attendance at meetings

- i. Members may attend meetings of the Committee either in person or through other electronic means of communication.
- ii. Resolutions of the Committee shall be passed by a majority of votes of the Members present at a meeting.
- iii. Member in connection with the identified individual shall abstain from voting.

7. Notice of meetings

- i. A meeting of the Committee may be convened by any of its Members or by the secretary at the request of a Member.
- ii. Reasonable notice shall be given of the meetings and such notice shall be sent to each Member and to any other person invited to attend.
- iii. As far as practicable, an agenda and accompanying supporting papers shall be sent to all Members and to other attendees as appropriate before the date of the meeting.
- iv. Any Member shall be entitled, by notice to the secretary, to include other matters relevant to the functions of the Committee in the agenda of a Committee meeting.

8. Minutes of meetings

- i. The secretary (or his/her delegate) in attendance at the meetings of the Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any Member and/or dissenting views expressed.
- ii. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- iii. Draft and final versions of minutes of Committee meetings shall be sent to all Committee Members for their comment and records respectively, in both cases within a reasonable time after the meeting.
- iv. Minutes of the Committee shall be kept by the secretary and shall be available for inspection by any Member or the Board at any reasonable time on reasonable notice.

9. Annual general meeting

- i. The chairman of the Committee or in his absence, another Member, shall attend the annual general meetings of the Company and be prepared to respond to questions at the annual general meetings on the Committee's activities and their responsibilities.

10. Authority

The Committee is authorized by the Board as follows:

- i. to seek any information it requires from any officer or employee of the Company in order to perform its duties;
- ii. to seek outside legal or other professional advice, at the Company's expense, on matters within its terms of reference as the Committee deems appropriate.

11. Duties

The duties of the Committee are as follows:

- i. to review the structure, size and composition (including the skills, knowledge, experience 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, with due regard to the board diversity policy;
- ii. 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, including but not limited to enquire whether there is any connection with a director, the chief executive or a substantial shareholder of the Company;
- iii. to assess the independence of independent non-executive directors;
- iv. 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 general manager; and
- v. to review the board diversity policy and directors' nomination policy adopted by the Board, review the objectives that the Board has set for implementing the board diversity policy and monitor the progress on achieving those objectives.

12. Reporting responsibilities

- i. The Committee shall report to the Board on its proceedings after each meeting and make recommendations to the Board it deems appropriate.

13. Publication of the terms of reference of the Committee

- i. The terms of reference of the Committee will be posted on the websites of the Company and of The Stock Exchange of Hong Kong Limited and will be made available on request.

(The Chinese version of this document is for reference only. In case of discrepancies or inconsistency between the English version and Chinese version, the English version shall prevail.)