



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)

(the “Company”)

Terms of Reference for the Corporate Governance Committee

These terms of reference were adopted pursuant to a resolution passed by the Board at its meeting held on 24 June 2014.

1. Membership

Members of the Corporate Governance Committee (the “Committee”) shall be appointed by the Board and shall be made up of at least three members who are the directors of the Company.

2. Chairman

- i. The chairman of the Committee shall be appointed by the Board.
- ii. In the absence of the chairman, the remaining members shall elect another member of the Committee 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 of the Committee, 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

Meetings shall be held by the Board at least once a year to consider the corporate governance policy and practices of the Company.

6. Attendance at meetings

- i. Members of the Committee 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 of the Committee present at a meeting.

7. Notice of meetings

- i. A meeting of the Committee may be convened by any of its members or by the secretary of the Committee at the request of a member.
- ii. Reasonable notice shall be given of the meetings and such notice shall be sent to each member of the Committee 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 of the Committee and to other attendees as appropriate before the date of the meeting.
- iv. Any member of the Committee shall be entitled, by notice to the secretary of the Committee, 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 of the Committee (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.
- ii. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

- iii. Minutes of the Committee shall be kept by the secretary of the Committee and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

9. Annual general meeting

The chairman of the Committee or in his absence, another member of the Committee, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's activities and their responsibilities.

10. Authority

The Board may exercise the following powers:

- i. to seek any information it requires from senior management of the Company in order to perform its duties;
- ii. to obtain, at the Company's expense, outside independent legal or other professional advice on any matter within its terms of reference;
- iii. to review annually these terms of reference and their effectiveness in the discharge of its duties; and
- iv. to exercise such powers as the Board may consider necessary and expedient so that their duties under section 11 below can be properly discharged.

11. Duties

The Board should be responsible for the following corporate governance duties:

- i. To develop, review and update the Company's policies and practices on corporate governance and make recommendation;
- ii. To review and monitor the training and continuous professional development of directors and senior management;

- iii. To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- iv. To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- v. To review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

12. Reporting responsibilities

- i. Full minutes of the Committee meetings and all written resolutions of the Committee should be kept by the secretary of the Committee.
- ii. The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.
- iii. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

13. Powers of the Board

The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these terms of reference and any resolutions passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

14. Publication of the terms of reference of the Committee

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.

(Updated on 25 June 2014)