



**Media Asia Group Holdings Limited (the “Company”)**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**NOMINATION COMMITTEE**

**Terms of Reference**

**1. Constitution**

This Nomination Committee (hereinafter referred to as the “Committee”) is established by a resolution of the Board of Directors of the Company (the “Board”) passed on 16 October 2012 pursuant to the authority of the Board under the bye-laws of the Company.

**2. Membership**

- 2.1. The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and must comprise a minimum of two members. A majority of the members should be Independent Non-executive Directors.
- 2.2. The chairman of the Committee shall be appointed by the Board and must be an Independent Non-executive Director of the Company.

**3. Secretary**

The Company Secretary of the Company or such other person with appropriate qualification and experience as may be approved by the Committee from time to time shall act as the secretary of the Committee.

**4. Meetings**

- 4.1 The Committee shall meet at least once every year. Additional meetings may also be held by the Committee as it considers necessary.
- 4.2 The chairman of the Committee may convene any meeting of the Committee at his discretion.
- 4.3 The quorum for any meeting shall be two members of the Committee, including at least one Independent Non-executive Director.

- 4.4 The Committee may, where necessary, seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 4.5 Proceedings of meetings of the Committee, unless specifically provided for in these Terms of Reference, shall be governed by the relevant provisions of the bye-laws of the Company where applicable.
- 4.6 Minutes shall be kept by the secretary of the Committee. Draft and final version of minutes shall be circulated to all members for their comments and records respectively, in both cases within a reasonable period of time after the meeting.

## **5. Annual General Meeting**

The chairman of the Committee or, in his absence, another member of the Committee shall attend the Company's annual general meeting and be prepared to answer questions at the annual general meeting.

## **6. Authority, Duties and Responsibilities**

- 6.1 The Committee shall 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 issuer's corporate strategy.
- 6.2 The Committee shall identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorship.
- 6.3 The Committee shall assess the independence of Independent Non-executive Directors.
- 6.4 The Committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive.

## **7. Reporting procedures**

The Committee shall present to the Board, for inclusion in the annual report of the Company as part of the corporate governance report, a summary of the work performed by the Committee during the year.

## **8. Publication of the Terms of Reference**

These terms of reference of the Committee shall be made available to the public by posting on the GEM website and the Company's website.