

万 华 媒 体
ONEMEDIAGROUP

One Media Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Composition

The Nomination Committee shall be appointed by the board of directors (the “Board”) of One Media Group Limited (the “Company”) amongst the non-executive directors and executive directors of the Company. A majority of the Nomination Committee members should be independent non-executive directors.

The Nomination Committee shall consist of not less than three members.

The chairman of the Nomination Committee shall be appointed by the Board and shall be an independent non-executive director.

Quorum

The quorum for the meeting of the Nomination Committee shall be two members.

Meetings

The meetings and proceedings are governed by the provisions contained in the Articles of Association of the Company for regulating meetings and proceedings of directors.

The meetings shall be held at least once a year.

The company secretary shall be the secretary of the Nomination Committee. The secretary shall maintain minutes of the proceedings of the meetings of the Nomination Committee.

Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

In the absence of the company secretary in any meeting of the Nomination Committee, the members present at the meeting shall elect another person as the secretary of the meeting.

Authority

The Nomination Committee is authorised by the Board:

1. To conduct interviews with prospective candidates for nomination;
2. To seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee; and
3. Subject to prior discussion concerning the costs, to seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties and responsibilities

The duties and responsibilities of the Nomination Committee shall be:

1. 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;
2. 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;
3. To assess the independence of independent non-executive directors;
4. 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 officer;
5. To make available the Nomination Committee's terms of reference explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company;
6. To make recommendations to the Board on the reasons why an individual is elected as an independent non-executive director and should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Nomination Committee believes he should be elected and the reasons why the Nomination Committee consider him to be independent; and
7. To consider other topics as defined by the Board.