

万 华 媒 体 ONEMEDIAGROUP

One Media Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Composition

The Remuneration 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 Remuneration Committee members should be independent non-executive directors.

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

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

Quorum

The quorum for meeting of the Remuneration 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 Remuneration Committee. The secretary shall maintain minutes of the proceedings of the meetings of the Remuneration 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 Remuneration Committee, the members present at the meeting shall elect another person as the secretary of the meeting.

Authority

The Remuneration Committee is authorised by the Board:

1. To investigate any activity within duties and responsibilities outlined in its terms of reference;
2. To seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Remuneration Committee; and
3. Subject to prior discussion concerning the costs, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary and reasonable for the performance of its duties.

Duties and responsibilities

The duties and responsibilities of the Remuneration Committee shall be:

1. To make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
3. To make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. To make recommendations to the Board on the remuneration of non-executive directors;
5. To consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
6. To review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
7. To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they consistent with contractual terms and are otherwise reasonable and appropriate;
8. To ensure that no director or any of his associates is involved in deciding his own remuneration;
9. To consult the chairman and/or the chief executive about their remuneration proposals for other executive directors and have access to independent professional advice if necessary; and
10. To consider other topics as defined by the Board.