

CHINAVISION MEDIA GROUP LIMITED
(the “Company”)

Terms of Reference of Nomination Committee
(Code Provisions A.5.2 to A.5.5)

(1) Membership

- (a) The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be Independent Non-Executive Directors of the Company (“INEDs”).
- (b) The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.
- (c) The Chairman of the Committee shall be elected by the Board and shall be the Chairman of the Board (if any) or an INED.
- (d) The Company Secretary of the Company shall be the Secretary of the Committee.

(2) Frequency of Meetings

The Committee shall meet at least once every year. Additional meetings should be held as and when necessary.

(3) Attendance at Meetings

- (a) A quorum of a meeting shall be two members of the Committee.
- (b) The Committee may, if necessary, invite the advisers with relevant experience and expertise to the meetings to advise its members.
- (c) Proceedings of meetings of the Committee shall be governed by the provisions of Clause 121 of the Bye-Laws of the Company.

(4) Committee’s Resolutions

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

(5) Duties, Powers and Authority

The Committee shall have the following duties, powers and authority:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s);
- (c) to assess the independence of INEDs;
- (d) to 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 (if any);
- (e) to review a policy concerning diversity of Board members as and when necessary and make recommendations on any proposed changes to the Board for the benefits of diversity on the Board;
- (f) to monitor the implementation of the policy on Board diversity and make appropriate disclosure in the Corporate Governance Report annually;
- (g) to be provided with sufficient resources to enable it to perform its duties, including, where necessary, the resources for seeking independent professional advice, at the Company's expense, to perform its responsibilities;
- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (i) to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation or the Rules ("Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") where appropriate.

(6) Reporting Procedure

At the next meeting of the Board following a meeting/written resolution of the Committee, copy of the minutes of the meeting/resolution setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider him/her to be independent.

(7) Availability and Update of the Terms of Reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the websites of the Stock Exchange and the Company once it is set up.

Updated as of 28 August 2013