

**NEO TELEMEDIA LIMITED**  
**(the “Company”)**

**NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

(revised in August 2013)

**1. Membership**

- 1.1 Members of the nomination committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”), where appropriate, in consultation with the chairman of the Committee (the “**Committee Chairman**”). The Committee shall be made up of at least three members (“**Members**”).
- 1.2 Majority of members of the Committee shall be independent non-executive directors.
- 1.3 Only Members of the Committee have the right to attend Committee meetings. Other individuals, may be invited to attend all or part of any meeting as and when appropriate.
- 1.4 The Board shall appoint the Committee Chairman who must be the chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members to chair the meeting.

**2. Secretary**

- 2.1 The company secretary or his/her nominee shall act as the secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

**3. Quorum, Attendance at Meetings and Resolutions**

- 3.1 The quorum necessary for the transaction of business shall be two Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.2 Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.3 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.

3.4 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.

#### **4. Frequency of Meetings**

The Committee shall meet at least once a year and otherwise as required.

#### **5. Notice of Meetings**

5.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its Members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee and any other person required to attend at least 7 days before the date of the meeting. Supporting papers shall be sent to Committee Members and to other attendees as appropriate at least 3 days in advance of the meeting (or other agreed period).

#### **6. Minutes of Meetings**

The Committee Chairman shall arrange for keeping of records of resolutions passed at Committee meetings, and circulate the same to all Members of the Committee within a reasonable time after each meeting and, once agreed, to all Members of the Board.

#### **7. Annual General Meeting**

The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholder questions on the Committee's activities.

#### **8. Responsibility, Powers and Discretion**

The Committee shall have the following responsibilities, powers and discretion:

8.1 to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

8.2 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, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

- 8.3 to review the Company's board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing such policy, and the progress on achieving the objectives; and make disclosure of its review results in the Company's corporate governance report annually;
- 8.4 to assess the independence of independent non-executive directors; and
- 8.5 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, taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needs in future.

## **9. Reporting Responsibilities**

- 9.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **10. Authority**

- 10.1 The Committee is authorised by the Board to seek any information it requires from senior management of the Company in order to perform its duties.
- 10.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

***Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.***