

**SING TAO NEWS CORPORATION LIMITED**  
(“Company”)  
**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**  
(“Committee”)

**1. Membership**

- 1.1 The members of the Committee shall consist of a majority of independent non-executive directors.
- 1.2 The chairman of the Committee shall be the Chairman of the Company’s board of directors (“Board”) or an independent non-executive director.
- 1.3 The Company Secretary or her nominee shall act as the secretary of the Committee.

**2. Meetings**

- 2.1 The quorum necessary for the transaction of the business of the Committee shall be two members of the Committee and at least one shall be independent non-executive director. Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members of the Committee present. In case of an equality of votes, the chairman of the Committee shall have a second or casting vote.
- 2.2 Notice of any Committee meeting shall be given at least three (3) days prior to any such meeting, unless all members of the Committee unanimously waive such notice. Irrespective of the length of notice being given, attendance of a Committee meeting by a member of the Committee shall be deemed waiver of the requisite length of notice by the member of the Committee.
- 2.3 Agenda and Committee papers shall be sent to members of the Committee at least one (1) day before the intended Committee meeting.
- 2.4 Meetings could be held in person, by telephone or by video conference. Members of the Committee 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.
- 2.5 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 Committee meeting duly convened and held.
- 2.6 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes of the Committee meetings shall be circulated to all members for their comment and records respectively, in both cases within a reasonable time after the Committee meeting is held.

### **3. Authority**

- 3.1 The Committee is authorized to seek any information it requires from any employee or director of the Company in order to perform its duties.
- 3.2 The Committee is authorized by the Board, where necessary, to seek independent professional advice, at the Company's expense, to perform its responsibilities, in accordance with the Board's approved policies on obtaining of independent professional advice.
- 3.3 The Committee is authorized to perform its duties in accordance with this Terms of Reference and any material amendments to this Terms of Reference shall be approved by the Board.

### **4. Duties**

The Committee shall:

- 4.1 review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board annually or when necessary and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 4.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 4.3 assess the independence of independent non-executive directors;
- 4.4 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; and
- 4.5 review from time to time the Nomination Policy (as defined in paragraph 5 below) and the board diversity policy ("Board Diversity Policy"), as appropriate, and make recommendations on any proposed revisions to the Board for consideration and approval, and monitor its implementation so as to ensure its effectiveness, and make disclosure of its summary and the progress of its implementation in the Corporate Governance Report annually.

### **5. Nomination Policy**

The provisions set out in paragraphs 4.1, 4.2 and 4.4 above are regarded as the key nomination criteria and principles of the Company for the nomination of directors, and these provisions constitute the nomination policy of the Company ("Nomination Policy").

## **6. Nomination Procedures**

### **6.1 Appointment of directors**

6.1.1 The Committee shall identify and upon receipt an appointment proposal, evaluate individual(s) suitably qualified to become Board member(s), having due regard to the Nomination Policy and the Board Diversity Policy, and assess the independence of the proposed independent non-executive director(s) as appropriate. The Committee shall then make recommendation(s) to the Board.

6.1.2 The Board may confirm the appointment of the individual(s) as director(s) or recommend the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board shall be subject to re-election by the shareholders of the Company at the next general meeting after initial appointment in accordance with the Company's bye-laws.

### **6.2 Re-appointment of directors**

6.2.1 The Committee shall review the overall contribution and service to the Company of each retiring director, having due regard to the Nomination Policy and the Board Diversity Policy, and assess the independence of each retiring independent non-executive director. The Committee shall then make recommendation(s) to the Board.

6.2.2 The Board may recommend the retiring director(s) to stand for re-election at the annual general meeting in accordance with the Company's bye-laws.

6.3 The Board shall have the ultimate responsibility for all matters relating to the selection and appointment of directors.

## **7. Reporting**

The secretary of the Committee shall report to the Board by sending copy of the minutes of the Committee meeting to each director of the Board.