



鳳凰衛視

**PHOENIX SATELLITE TELEVISION HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02008)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

(Effective from 1 April 2012)

**COMPOSITION**

The nomination committee (the “**Nomination Committee**”) of Phoenix Satellite Television Holdings Limited (the “**Company**”) shall comprise of at least [three] directors. A majority of the members of the Nomination Committee shall be independent non-executive directors of the Company.

The board shall appoint the committee chairman who should be either 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 themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The chairman of the board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

**FREQUENCY OF MEETINGS**

Meetings shall be held at least once a year and otherwise as required.

**PROCEEDINGS OF THE NOMINATION COMMITTEE MEETING**

- (a) the quorum necessary for the transaction of business shall be two. 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;

- (b) any member of the Nomination Committee may participate in a meeting of the Nomination Committee either in person or through electronic means of communication that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously;
- (c) at all meetings of the Nomination Committee, any questions shall be decided by a simple majority of votes cast by members of the Nomination Committee. The chairman will not have a casting vote; and
- (d) a resolution signed by all members of the Nomination Committee is as valid as if it had been passed at a meeting of the Nomination Committee.

## **AMENDMENTS**

Any changes to these terms of reference will require the approval of the board.

## **DUTIES**

The duties of the Nomination Committee shall include: { A.5.2 }

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the board of the Company (the “**Board**”) at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors; and

- (d) 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.

### **AUTHORITY**

The Nomination Committee shall have access to sufficient resources in order to perform its duties, including access to independent professional advice where necessary.

### **REPORTING PROCEDURES**

The chairman of the Nomination Committee shall report the resolutions and/or recommendations of the Nomination Committee to the Board.