

HONG KONG TELEVISION NETWORK LIMITED
(the “Company”)

**TERMS OF REFERENCE
OF
NOMINATION COMMITTEE
(the “Committee”)**

1. ESTABLISHMENT

- 1.1 The Committee was established by the board of directors of the Company (the “Board”) on 27 February 2012.

2. OBJECTIVES

- 2.1 The Committee is to formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy.

3. MEMBERSHIP

Appointment and Composition

- 3.1 The Committee is a committee of the Board and shall report to the Board.
- 3.2 The members of the Committee shall be appointed by the Board.
- 3.3 The Committee shall consist of a minimum of three directors, the majority of whom shall be independent non-executive directors.
- 3.4 The Chairman of the Committee shall be appointed by the Board.
- 3.5 The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited as modified from time to time or the rules of any other stock exchange in respect of which the shares of the Company are listed or quoted, or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.

4. AUTHORITY

- 4.1 The Committee is authorised by the Board:-
- (a) to investigate any activity within its terms of reference and to seek any information it requires from any employee for performing its duties;
 - (b) to seek external or other independent professional advice as necessary to assist the Committee in carrying out its duties if it considers necessary; and
 - (c) to act as an advisor to the Board.

- 4.2 The Committee shall be provided with sufficient resources to discharge its duties.

5. RESPONSIBILITIES, POWERS AND DISCRETION

- 5.1 The duties of the Committee shall be:-

- (a) review the structure, size and diversity (including without limitation, gender, age, cultural and educational backgrounds, professional experience, skills or knowledge) of the Board at least annually and make recommendations on any proposed changes to the Board to implement 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;
- (d) review the Board Diversity Policy and the measurable objectives that the Board has adopted for implementing the Board Diversity Policy, and monitor the progress on achieving the objectives; and make the relevant disclosure in the Corporate Governance Report; and
- (e) 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.

6. MEETINGS

Frequency

- 6.1 The Committee shall meet at least once per year and at such other times as the Committee determines appropriate to carry out its responsibilities.

Notice

- 6.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member shall be deemed waiver of the requisite length of notice by the member. Notice of any adjourned meeting is not required if adjournment is for less than 14 days.

Attendance

- 6.3 The Committee may invite director, member of senior management or other person to attend all or part of any meetings of the Committee as may from time to time consider desirable or necessary to assist the Committee.

Quorum

- 6.4 The quorum for decisions of the Committee shall be any two members, of whom at least one has to be independent non-executive director.

Resolution

- 6.5 Resolution of the Committee shall be passed by a majority of votes.
- 6.6 In the case of an equality of votes at the meeting, the Chairman shall be entitled to an additional or a casting vote.
- 6.7 Members of the Committee could participate in a meeting of the Committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

Minutes

- 6.8 The secretary of the Committee shall prepare and send minutes of each Committee's meeting to the Committee members.

7. SECRETARY

- 7.1 The Company Secretary of the Company or his or her nominee shall act as the secretary of the Committee.

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