

Beijing Media Corporation Limited

Rules of Procedures of the Nomination Committee

(A company incorporated in the People's Republic of China with limited liability)

Chapter 1 General Provisions

- Article 1 These rules are formulated for the Nomination Committee (the “Committee”) established by the board of directors (the “Board”) of Beijing Media Corporation Limited (the “Company”) in accordance with the Company Law of the People’s Republic of China (“Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules of the Stock Exchange”), the Articles of Association of Beijing Media Corporation Limited (“Articles of Association”), the Rules of Procedures of the Board of Directors of Beijing Media Corporation Limited (“Rules of Procedures of the Board”) and other relevant regulations, in order to establish standard nomination management systems and procedures of the Company.
- Article 2 The Committee is a special working unit established under the Board to provide advices and make recommendations for its decision-making, which shall report to the Board.
- Article 3 These rules shall govern the Committee and relevant personnel and departments specified herein.

Chapter 2 Committee Composition

- Article 4 The Committee shall consist of three directors, a majority of which shall be independent non-executive directors, and shall be chaired by the Chairman of the Board or an independent non-executive director. Members of the Committee shall be nominated by the Chairman of the Board and considered and approved by the Board. The Committee composition shall be in compliance with the Listing Rules of the Stock Exchange from time to time.
- Article 5 The Committee shall have one chairman, who shall be considered and approved by the Board.
- Article 6 The Committee shall have one secretary who shall either be the secretary to the Board or an employee of the Board Office appointed by the secretary to the Board.

- Article 7 The term of office of the Committee shall be in congruence with that of the same session of the Board. The term of office of members of the Committee shall be in congruence with that of directors, renewable upon re-election at its expiry. If a member no longer maintains the position as a director of the Company during the term, he or she shall automatically lose the qualification as a member of the Committee.
- Article 8 A member of the Committee may request to the Board to resign before expiry of his/her term of office, in which case the resignation letter shall include necessary statements on the reason of resignation and any matters that need to be brought to the attention of the Board.
- Article 9 Members of the Committee are subject to adjustments during their terms, if so proposed by the Chairman of the Board and considered and approved by the Board.
- Article 10 In the event that the number of members of the Committee falls below the quorum hereunder, the Board shall fill up the vacancy in accordance with the rules herein.

Chapter 3 Term of Reference of the Committee

- Article 11 The major terms of reference of the Committee include:
- (1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (2) to assess the independence of independent non-executive directors;
 - (3) to formulate criteria, procedures and methods for screening candidates for directors and senior management of the Company and its investees and make recommendations to the Board;
 - (4) to assess candidates for directors, president and secretary to the Board and make recommendations to the Board;
 - (5) to assess candidates for other executives nominated by the president and make recommendations to the Board;

- (6) to make recommendations to the Board on candidates for directors not being staff representatives in wholly-owned subsidiaries, controlled subsidiaries and associated subsidiaries;
- (7) to put forward talent accumulation plan and recommendations to the Company;
- (8) to look for qualified candidates from human resource markets at home and abroad and internal resources and make recommendations to the Board;
- (9) other duties as requested by the Board.

Article 12 Duties of the chairman of the Committee include:

- (1) to convene and chair the meetings of the Committee;
- (2) to supervise and examine the operations of the Committee;
- (3) to sign relevant documents of the Committee;
- (4) to report to the Board on the operations of the Committee;
- (5) other duties as requested by the Board.

Article 13 The Company should provide the Committee sufficient resources to perform its duties. When necessary, the Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

Article 14 When necessary, the aforesaid duties/terms of reference shall be updated and revised in accordance with the changes in regulatory environment and statutory requirements (such as the Listing Rules of the Stock Exchange). Such duties/terms of reference shall be make available in both Chinese and English on the websites of the Stock Exchange of Hong Kong Limited and the Company.

Chapter 4 Meetings of the Committee

Article 15 Meetings of the Committee shall be held at least once a year, and whenever necessary.

- Article 16 A notice of meeting shall be signed and issued by the chairman of the Committee within 7 days (inclusive) upon the occurrence of any of the following circumstances:
- (1) whenever the Board deems necessary;
 - (2) whenever the chairman of the Committee deems necessary;
 - (3) when proposed by two or more members of the Committee.
- Article 17 The secretary to the Committee is responsible for the serving of the notice of meeting in writing, not later than 3 days before the meeting (except in extraordinary circumstances), to all members and the non-voting participants that are invited, if any. The notice of meeting shall include the convening methods, time, venue, session and agenda of the meeting, despatching time of the notice and other relevant information.
- Article 18 Upon reception of the notice of meeting, members of the Committee shall give confirmation and provide relevant information (including but not limited to the availability of presence, schedule, etc.) in a timely and appropriate manner.
- Article 19 Members of the Committee should attend the meetings in person. Where a member is unable to attend the meeting in person, he/she may appoint another member of the Committee by the power of attorney as duly signed to attend and express opinions at the meeting on his/her behalf. The power of attorney shall set out definite scope and term of authorization. A member may not concurrently act as a proxy of two or more members.
- The member attending the meeting as a proxy shall only exercise the rights within the power of attorney. A member failing to attend a meeting of the Committee either in person or by proxy nor submitting any opinions in writing prior to the meeting shall be deemed to have waived the right.
- A member unable to attend a meeting in person may excise his/her right through submitting opinions in writing on the matters to be considered, in any event not later than the commencement of the meeting, to the secretary to the Committee.
- Article 20 A member failing to attend a meeting of the Committee either in person or by proxy nor submitting any opinions in writing prior to the meeting for two consecutive times shall be deemed having failed in performing the duties in the Committee, and is subject to replacement by the Board in accordance with the rules herein.

- Article 21 The quorum of the meetings of the Committee shall be two or more of its members. The meetings of the Committee shall be chaired by its chairman who, if unable to attend the meeting, may appoint another member of the Committee to chair the meeting.
- Article 22 In considering the matters on the agenda of a meeting, members of the Committee shall express opinions based on their own judgements and on a specific, independent and adequate basis. Any divergence of opinions shall be recorded in the meeting minutes to be submitted to the Board.
- Article 23 Meetings of the Committee shall be generally held in the form of on-site meeting. In extraordinary circumstances, a meeting may be held by correspondence upon consent by the chairman of the Committee, provided that it is ensured that the members can express opinions on an adequate basis. For a meeting to be held by correspondence, members of the Committee shall submit to the Board their opinions in writing on the matters to be considered within the period specified in the notice of meeting.
- Article 24 Other directors, relevant senior management and experts of the Company or external experts, scholars, intermediary agencies and relevant personnel may be invited by the Committee to attend its meeting as non-voting participants when necessary. The non-voting participants shall make explanation and clarification as requested by members of the Committee.
- Article 25 A member of the Committee who is interested in the matters to be considered by the Committee shall abstain from voting on such matters.
- Article 26 All members present at the meeting and the non-voting participants are obligated to keep confidential the matters considered at the meeting, and shall not disclose the relevant information without authorization.

Chapter 5 Work Units of the Committee

- Article 27 The secretary to the Board is responsible for organizing and coordinating the operations between the Committee and relevant departments.
- The secretary to the Board shall attend the meetings of the Committee as a non-voting participant.
- Article 28 The Board Office shall cooperate with human resources department of the Company to facilitate the operations of the Committee.

Article 29 The human resources department of the Company shall cooperate to prepare and provide the relevant information required for matters to be considered at the meetings, and shall cooperate in communicating with relevant parties (including the experts of the Company or external experts, scholars and intermediary agencies engaged by the Committee in considering the matters).

Chapter 6 Meeting Minutes and Records of the Committee

Article 30 Resolutions on the matters considered by the Committee shall be passed by affirmative votes of two-thirds or more of its members.

Article 31 Meeting minutes shall come into effect upon signing by all members present at the meetings of the Committee. Such minutes may consist of multiple identical counterparts, each signed by one or more members.

The meeting minutes can be signed and circulated by facsimile.

However, this article shall not be in contravention of relevant requirements on any meetings of the Board or the Committee under the Listing Rules of the Stock Exchange.

Article 32 Records shall be made by the secretary to the Committee for its meetings, include the following:

- (1) numbering, convening method, date and place of the meeting and the name of the person to chair the meeting;
- (2) attendance in person, absence and attendance through proxy;
- (3) names and titles of the non-voting participants;
- (4) agenda of the meeting;
- (5) key points of speech by members and relevant non-voting participants;
- (6) name of the recorder for the meeting.

Members present at the meeting and the secretary to the Committee as non-voting participant shall sign on the meeting records of the Committee.

- Article 33 The Committee shall report to the Board in respect of its meetings. The secretary to the Committee shall provide a copy of the meeting minutes of the Committee at the next Board meeting following the meeting of the Committee where the minutes are made, stating the results of consideration and recommendations of the Committee to the Board.
- Article 34 The meeting minutes of the Committee shall also be despatched to members of the Committee, the secretary to the Board and the Board Office of the Company.
- Article 35 Meeting records, meeting minutes, power of attorney, written opinions of the members and other materials for meetings of the Committee shall be maintained by the Board Office in accordance with relevant requirements.

Chapter 7 Supplementary Provisions

- Article 36 Unless otherwise specified, terms used herein shall have the same meaning ascribed thereto under the Articles of Association.
- Article 37 The rules herein and the amendments hereto shall come into effect from the date of approval by the Board.
- Article 38 For any matters not covered herein or in case of any discrepancy between the rules herein and any applicable laws, regulations, the Listing Rules of the Stock Exchange, the Articles of Associations or the Rules of Procedures of the Board as promulgated or revised after these rules come into effect, the latter shall govern and prevail.
- Article 39 The rules herein shall be interpreted by the Board.