

CHINA DATA BROADCASTING HOLDINGS LIMITED

Nomination Committee

Members: Mr. Yu Xiao (Chairman)
Mr. Jonathan Chan Ming Sun
Mr. Robert IP Chun Chung
Mr. Sun Dong Feng

Terms of Reference

Members

1. The majority of the members of the Nomination Committee shall be appointed by the board from amongst the independent non-executive directors.
2. The chairman of the Nomination Committee shall either be independent non-executive director appointed by the board or the chairman of the board.
3. The quorum for meetings of the Nomination Committee shall be two members.

Secretary

4. The company secretary shall be the secretary of the Nomination Committee.

Frequency of meetings

5. The Nomination Committee shall meet at least once a year.

Consultation and Resources

6. The Nomination Committee may seek appropriate independent professional advice as the Remuneration Committee deems necessary.
7. The Company shall provide sufficient and necessary resources to the Nomination Committee to perform its duties.

Duties

8. The duties of the Nomination Committee are:
 - ◆ to review the structure, size and composition (including the skills, knowledge and experience) of the board at least once a year and make recommendations on any proposed changes to the board to complement the Company's corporate strategies;
 - ◆ 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;

- ◆ to assess the independence of independent non-executive directors;
- ◆ to make recommendations to the board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the Chairman and the Chief Executive Officer; and
- ◆ to report to the board on its decisions or recommendations, unless there are legal or regulatory restrictions.

Minutes of meetings

9. Minutes of meetings of the Nomination Committee shall be sent to all members of the board to review.

Performance review

10. The Nomination Committee shall review its performance annually with reference to the authorities and duties set out herein and submit to the board to review and approve.

Others

11. The terms of reference of the Nomination Committee shall be posted both on the Company's website and the website of the Hong Kong Stock Exchange.