



China Digital Licensing (Group) Limited
中國數碼版權(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8175)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(Adopted by the Company pursuant to Board resolutions passed on 23 March 2012)

1 Membership

- 1.1 Members of the Committee shall be appointed by the board of directors of the Company (the “Board”).
- 1.2 The majority of the members of the Committee shall be independent non-executive directors (“INEDs”).
- 1.3 The company secretary or his/her nominee shall act as the Committee’s secretary. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

2 Chairman

- 2.1 The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

3 Frequency and proceedings of meetings

- 3.1 The Committee shall hold at least one regular meeting in a year. Additional meetings of the Committee may be held as and when required.
- 3.2 The quorum for meetings of the Committee shall be any two members.
- 3.3 Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

- 3.4 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 3.5 The other directors, company secretary (or his/her delegate(s)), and relevant senior management and person(s) invited by a Committee member shall normally attend meetings of the Committee.
- 3.6 A meeting of the Committee may be convened by any of its members or by the company secretary.
- 3.7 Unless otherwise agreed by all the members of the Committee, notice of at least 7 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
- 3.8 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).
- 3.9 Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- 3.10 Minutes of the Committee shall be kept by the company secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.
- 3.11 Without prejudice to any requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), written resolution may be passed and adopted by all members of the Committee.

4 Responsibilities and authorities

- 4.1 The responsibilities and authorities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of the GEM Listing Rules (as amended from time to time).
- 4.2 Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
 - (a) 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.

- (b) 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.
 - (c) To assess the independence of INEDs.
 - (d) To 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 officer.
- 4.3 The Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.

5 Reporting responsibilities

- 5.1 The Committee shall report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

6 Annual general meeting

- 6.1 The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's work and responsibilities.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.