



PHOENIX MEDIA INVESTMENT (HOLDINGS) LIMITED

鳳凰衛視投資（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02008)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

COMPOSITION

1. The Nomination Committee of Phoenix Media Investment (Holdings) Limited (the “**Company**”) shall comprise at least three directors of the Company (the “**Directors**”) and at least one Director of a different gender. A majority of the members of the Nomination Committee shall be Independent Non-executive Directors of the Company.
2. The board of directors of the Company (the “**Board**”) shall appoint the committee Chairman who should either be the Chairman of the Board or an Independent Non-executive Director. 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 of the Nomination Committee shall be held at least once a year and otherwise as required.

PROCEEDINGS OF THE NOMINATION COMMITTEE MEETING

- (a) The present of a minimum of two members of the Nomination Committee shall constitute a quorum for the transaction of business;
- (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 majority of votes cast by members of the Nomination Committee on that question. The Chairman of the Nomination Committee will not have a casting vote;

- (d) Notice of Nomination Committee meeting must include the time and place of the meeting and if it is for the annual regular meeting, it must be sent to all Nomination Committee members at least 14 days before the meeting date and in case of other meetings, reasonable notice shall be given. Full agenda and accompanying Nomination Committee papers shall be circulated to all Nomination Committee members at least 3 days before the intended date of meeting unless any of the above notice and/or agenda/committee papers requirements is waived by all members of the Nomination Committee in writing;
- (e) 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 provided that a resolution in writing shall not be passed in lieu of a meeting of the Nomination Committee for the purposes of considering any matter or business in which a Nomination Committee member has a conflict of interest and the Nomination Committee has determined that such conflict of interest to be material. A notification of consent to such resolution given by a Nomination Committee member in writing by any means (including by means of electronic communication) shall be deemed to be his signature to such resolution in writing for the purpose of this provision; and
- (f) If the Chairman of the Nomination Committee is not in attendance at any meeting of Nomination Committee, the members in attendance may appoint a chairman of the meeting amongst themselves.

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) review the structure, size, composition (including the skills, knowledge and experience) and diversity (including without limitation, gender, age, cultural and educational background, professional experience and any other factors that the Nomination Committee may consider relevant and applicable from time to time) of the Board at least annually, assist the Board in maintaining a Board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) develop, review and implement the nomination policy, as appropriate, and make disclosure of the policy or its summary in the Corporate Governance Report annually;
- (c) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships according to the nomination policy. In identifying suitable individuals, the candidates will be considered on merit and against objective criteria, with due regard for the diversity on the Board;
- (d) assess the independence of Independent Non-executive Directors;

- (e) review the Board Diversity Policy and Workforce (including ordinary employees, management or senior management) Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for the promotion of gender diversity on the Board and the measures the Company has adopted to develop a pipeline of potential successors to the Board to achieve gender diversity; and make disclosure of its review results in the Corporate Governance Report annually;
- (f) 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 of the Company;
- (g) review and assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM (if any) and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;
- (h) support the Company's regular evaluation of the Board's performance; and
- (i) perform other duties incidental to the duties of the Nomination Committee delegated as appropriate by the Board or as stipulated in the Corporate Governance Code from time to time.

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

Full minutes of Nomination Committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records within a reasonable time after the meeting. The Nomination Committee should report any of its resolutions and/or recommendations to the Board.

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