

HONY MEDIA GROUP

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

**Terms of Reference of the Corporate Governance Committee
of the Board of Directors (the “Board”) of the Company**

1. CONSTITUTION

The Board of Hony Media Group (the “Company”) has resolved to establish a Corporate Governance Committee (“Corporate Governance Committee”).

2. MEMBERSHIP

- a. The members of the Corporate Governance Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than two members. A Director shall automatically cease to be a member of the Corporate Governance Committee upon ceasing to hold the position of a director of the Company;
- b. The Chairman of the Corporate Governance Committee appointed by the Board must be a member of the Corporate Governance Committee and an executive director of the Company;
- c. The secretary of the Corporate Governance Committee shall be the Company Secretary of the Company; and
- d. The appointment of members of the Corporate Governance Committee may be revoked or modified by separate resolutions passed by the Board.

3. PROCEEDINGS OF THE CORPORATE GOVERNANCE COMMITTEE

3.1 Notice

- a. Notice of any meetings of the Corporate Governance Committee has to be given at least 14 days prior to any such meeting being held. Any member may waive any notice required to be given by law or under these terms of reference, and the attendance of a member at a meeting shall be deemed to be a waiver by such member. Any member of the Corporate Governance Committee may, and the secretary of the

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Corporate Governance Committee on the request of a member of the Corporate Governance Committee shall, at any time summon a meeting of the Corporate Governance Committee. Notice shall be given to each member of the Corporate Governance Committee in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the secretary by such member of the Corporate Governance Committee or in such other manner as the members may from time to time determine. Any notice given verbally shall be confirmed in writing;

- b. Notice of meeting shall state the place, date and time of the meeting; and
- c. An agenda together with other documents which may be required to be considered by the members of the Corporate Governance Committee for the purposes of the meeting shall be circulated to all members in a timely manner and at least 3 days before the intended date of the meeting.

3.2 Quorum

The quorum of the Corporate Governance Committee meeting shall be two (2). Any member of Corporate Governance Committee may participate in a meeting by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person. The Chairman of Corporate Governance Committee shall preside as chairman at every meeting of the Corporate Governance Committee. In the absence of the Chairman, the members present may choose one of their members to be chairman of the meeting.

3.3 Frequency of meetings

Meetings shall be held at least once every year.

4. MINUTES AND WRITTEN RESOLUTIONS

- a. A written resolution, signed by all members of the Corporate Governance Committee, shall be as valid as if it had been passed at a meeting of the Corporate Governance Committee;
- b. The secretary of the Corporate Governance Committee shall circulate the draft and final versions of the minutes of the meeting or written resolutions of the Corporate Governance Committee to all members of the Corporate Governance Committee for their comment and records, respectively, within a reasonable time after the meeting;

- c. The secretary of the Corporate Governance Committee shall record individual attendance of members of the Corporate Governance Committee, on a named basis, at meetings, and
- d. The secretary of the Corporate Governance Committee shall keep full minutes of the meetings and written resolutions of the Corporate Governance Committee.

5. ANNUAL GENERAL MEETING

The Chairman of the Corporate Governance Committee shall attend the annual general meeting of the Company ("AGM"). If the Chairman of the Corporate Governance Committee is unable to attend the AGM, another member of the Corporate Governance Committee or failing this his duly appointed delegate, shall be available to answer questions at the AGM.

6. AUTHORITY

The Corporate Governance Committee may exercise the following powers in order to perform its duties:

- a. to request any necessary information from any employee of the Company (together with its subsidiaries from time to time, collectively referred to as the "Group"); and
- b. to obtain independent professional advice, if necessary, at the Company's expense, and receive adequate resources.

7. DUTIES

The duties of the Corporate Governance Committee shall include, without limitation:

- a. to develop and review a Company's policies and practices on corporate governance and make recommendations to the Board;
- b. to review and monitor the training and continuous professional development of directors and senior management, and to ensure that such training covers the specific topics required under the Listing Rules from time to time ;
- c. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- d. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- e. to review the Company's compliance with the Corporate Governance

Code and disclosure in the Corporate Governance Report; and

- f. to be responsible for the overall governance and administration of the share schemes of the Company in accordance with Chapter 17 of the Listing Rules.

8. REPORTING PROCEDURES

The secretary of the Corporate Governance Committee shall report formally to the Board at the next meeting of the Board following a meeting of the Committee, on matters within its remit.

9. CONTINUING APPLICATIONS OF THE BYE-LAWS OF THE COMPANY

The bye-laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Corporate Governance Committee.

In the event of any inconsistency, the English language text of these Regulations shall prevail over the Chinese language text.