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CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 343)

(Warrant Code: 824)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE (THE “COMMITTEE”)

Constitution

The Board of Directors of the Company (the “Board”) approved the establishment of a Committee of the Board to be known as the Nomination Committee (the “Committee”) on 26th March 2012.

Membership

1. The Committee shall consist of three Directors, a majority of whom shall be independent non-executive Directors appointed by the Board of Directors (the “Board”) from time to time.
2. The Chairman of the Committee shall be appointed by the Board. The Chairman of the Committee shall attend all Annual General Meeting of the Company to respond to any shareholder’s questions on the Committee’s activities.
3. The Company Secretary or his nominee shall be the secretary of the Committee.

Frequency and Proceedings of Meeting

4. Meetings shall be held not less than once a year. Additional meetings should be held as the works of the Committee demands.
5. The quorum for a meeting shall be two members.
6. Proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Law 138 of the Company’s Bye-Laws.

Duties, powers and functions

7. The Committee shall –

- (a) formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
- (b) without prejudice to the generality of the foregoing:
 - (i) to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (ii) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on a regular basis and make recommendations to the Board regarding any proposed change;
 - (iii) to assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - (iv) to regularly review the time required from a Director to perform his responsibilities;
 - (v) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and the succession planning for the Chairman, the Chief Executive as well as the senior management;
 - (vi) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vii) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice and at the expense of the Company.

Reporting Procedures

9. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

By the order of Board
Culturecom Holdings Limited
Chu Bong Foo
Chairman

Hong Kong, 29 March 2012

As at the date of this announcement, the Board comprises of Mr. Kwan Kin Chung, Ms. Chow Lai Wah Livia (being the Vice-chairman), Mr. Chung Billy, Mr. Wan Xiaolin, Mr. Tang U Fai, Mr. Tang Kwing Chuen Kenneth and Mr. Chen Man Lung (all being executive Directors); Mr. Chu Bong Foo (being the Chairman and non-executive Director) and Mr. Tsang Wai Wa, Mr. Joseph Lee Chennault and Mr. Lai Qiang (all being independent non-executive Directors).

**for identification purpose only*