



品牌中国
BRANDING CHINA

BRANDING CHINA GROUP LIMITED

品牌中國集團有限公司

(incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

(Stock code: 0863)

Nomination Committee

Terms of Reference

1. Organization

The board (“**Board**”) of the directors of the Company (“**Directors**”) has resolved to set up a nomination committee (“**Committee**”).

2. Objective

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

3. Composition

3.1 The Committee shall comprise three Directors who are appointed or removed by the Board. If any member of the Committee (“**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2 The majority of the Members shall be independent non-executive Directors.

3.3 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

4. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

5. Terms of Reference

- 5.1 Committee is authorised by the Board to make any investigations in accordance to the terms of reference. The Committee has the right to require any employee of the Company and its subsidiaries (“**Group**”) to provide any required information, to submit and report to the Committee and to attend meetings and answer to the questions of the Committee in order to assist the Committee to fulfill its responsibilities.
- 5.2 The Board authorised the Committee to obtain external legal or independent professional advise. If the Committee considers it necessary, it may invite external parties with the relevant experience and expertise to attend the meetings. The Committee has the right to acquire sufficient resources to fulfill its responsibilities. The costs aforementioned shall bear by the Company.

6. Duties

The Nomination Committee shall have the following duties and powers:

- 6.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually or when necessary and making recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- 6.2 reviewing the Board diversity policy (the “**Board Diversity Policy**”) and the measurable objective for implementing the Board Diversity Policy from time to time adopted by the Board and reviewing and monitoring the progress on achieving these objectives;
- 6.3 developing and reviewing, as appropriate, the policy for the nomination of Directors (“**Nomination Policy**”) and to disclose the summary of the Nomination Policy in the corporate governance report of the Company annually; the Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;
- 6.4 identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Board Diversity Policy and Nomination Policy;
- 6.5 assessing the independence of INEDs with reference to the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
- 6.6 making 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, having due regard to the Board Diversity Policy and Nomination Policy;

- 6.7 developing and recommending to the Board measurable objectives for furthering the Board Diversity Policy;
- 6.8 identifying and nominating candidates to fill casual vacancies of the Directors for the Board's approval, having due regard to the Board Diversity Policy and Nomination Policy;
- 6.9 conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and
- 6.10 doing any such things to enable the Nomination Committee to perform its functions conferred on it by the Board.

7. Meetings of the Committee

7.1 Number of meeting

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, telephone or video conference. If required, extraordinary meeting could be convened.

7.2 Notice of meeting

Unless waived by all Members on notice, the secretary to the Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

(Pursuant to A1.3 and A1.10 of Appendix 14 of the Listing Rules, the Committee shall be given 14 days prior notice to all Committee meetings in all reasonable circumstances)

7.3 Quorum

Meetings of the Committee shall be attended by more than one-half (more than half) of the Members to be effective.

7.4 Conducting the meetings

Meetings could be convened by attending in person, telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other.

7.5 Resolutions

Any resolution shall be passed by the majority votes (more than half) of the Members who attend the meetings. If all Members agree, a resolution can be adopted by a written resolution signed by all Members.

7.6 Invitations

The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings.

7.7 Minutes of the meetings

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including the names of Members and any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings. The secretary to the Committee shall pass the final draft version of the minutes to the Directors for record.

8. The Application on the Articles of Association

The articles of association of the Company shall set out the norms on procedures of the meetings of the Board if the aforementioned has failed to make the specifications.

9. Shareholders' Meeting

The chairman or other Members are authorised by the chairman to participate in the annual general meeting to answer to the shareholders on the activities and responsibilities on the Committee. Unless authorised by the Board, the Members who participated in the meetings shall have the obligation to keep confident the matters discussed in the meetings and shall not disclose the relevant information.

10. Report

Chairman of the Committee who chair the meetings or other Member who is authorised by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

11. Interpretation

Interpretation of these terms of reference shall belong to the Board.

(Revised and adopted on January 2019)

Note: The English text of these terms of reference shall prevail over the Chinese text in case of any inconsistency.