

These terms of reference are prepared in Chinese and English. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

BRANDING CHINA GROUP LIMITED

品牌中國集團有限公司

*(incorporated in the Cayman Islands with limited liability)
(the “Company”)*

Nomination Committee

Terms of Reference

(Adopted by the Company on 5 August 2013)

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

- 6.1 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;
- 6.2 review the Company’s board diversity policy and the progress on achieving the objectives set for implementing the said policy;
- 6.3 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.4 assess the independence of independent non-executive Directors;
- 6.5 to recommend the following matters to the Board:
- (i) the role they should take part as a member of the Board and its responsibilities, capacities, skills, knowledge and experience;
 - (ii) the policy for the appointment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee and other committees of the Board;
 - (iv) on the structure, number and composition of the proposed changes of the Board;
 - (v) whether a person is qualified to become a board member;
 - (vi) selection of Directors being nominated;
 - (vii) the reappointment of retiring Director, by taking into account the performance of the incumbent Directors, and its ability to continue to contribute to the Board;

- (viii) whether to reappointment independent non-executive Director who has been working consecutively for nine years and to give recommendations to shareholders on the resolutions of the Company;
- (ix) related matters on the appointment and reappointment of Directors; and
- (x) issues in relation to the succession planning of Directors, in particular the chairman and the chief executive).

6.6 In relation to the above responsibilities and obligations on the terms of reference, to give full consideration to the following:

- (i) the succession planning of Directors;
- (ii) the leadership skills in order to maintain or enhance the competitive advantage of the Group;
- (iii) changes in the market environment as well as the commercial market demand of the Company;
- (iv) the expertise and skills that the Board requires; and
- (v) the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and the requirements under the GEM Listing Rules on the Directors.

6.7 To ensure that a formal appointment letter, which sets out the requirements on working hours, participation in the service of the Committee and the work participated by the Director outside the Board, was received by the non-executive Director during the appointment;

6.8 To meet with Directors who resigned its duties as a Director and understand the reason for departure;

6.9 Other matters in relation to the appointment of the Board; and

6.10 Make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

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 15 of the GEM 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.