China Jinmao Holdings Group Limited

(Incorporated in Hong Kong with limited liability)

Terms of reference of the Remuneration and Nomination Committee

The duties and functions of the Remuneration and Nomination Committee are as below:

a) to review the structure, size and composition of the Board at least annually based on the policy on Board diversity, to assist the Board in maintaining a board skills matrix, to consider candidates according to objective conditions (including the factors, such as skills, knowledge, experience, gender and age), and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

b) to identify individuals who are qualified to become members of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorship;

c) to examine the standards and procedures for selection of Directors and senior management and to make recommendations to the Board;

d) to review the qualifications and abilities of candidates for directorship and senior management and to make recommendations to the Board;

e) to assess the independence of the independent non-executive Directors;

f) to make 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;

g) to support the Company's regular evaluation of the Board's performance;

h) to make recommendations to the Board on the policies and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, including monetary benefits, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, to consult with the chairman and/or the chief executive on remuneration of the other executive Directors and to seek independent professional advices as and when necessary, and to make recommendations to the Board on the remuneration of non-executive Directors;

j) to review and approve the management's remuneration proposals with reference to the Board's corporate strategies, goals and objectives;

k) to consider salaries paid by comparable companies, time commitment for discharging responsibilities, and employment conditions of other positions in the Company and its subsidiaries;

l) to determine the criteria for assessing the executive Directors' and senior management's performance and appraise the performance of the executive Directors and senior management, and to seek professional assistance and advice as and when necessary;

m) to review and approve compensation payable to the executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

n) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

o) to ensure that no Director or any of his associates is involved in deciding his own remuneration;

p) to review, consider and/or approve, under the authorization of the Board, the terms and conditions of the grant of options under the share option scheme;

q) to deal with any other matters authorized by the Board.