

GRAND BRILLIANCE GROUP HOLDINGS LIMITED

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE

TERMS OF REFERENCE

CONSTITUTION

1. The board of directors (the “**Board**”) of Grand Brilliance Group Holdings Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Nomination Committee (the “**Committee**”) at a meeting held on 1 March 2018.

MEMBERSHIP AND QUORUM

2. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the directors of the Company. The majority of the Committee members must be the independent non-executive directors of the Company (the “**INEDs**”).
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.
4. The chairman of the Committee shall be the chairman of the Board or an INED, appointed by the Board.
5. Any Member shall not appoint any person by himself as his alternate to attend the meeting or to perform his duty.
6. The Board may by a separate resolution withdraw the appointment of the Members or the secretary of the Committee or appoint additional Members.

SECRETARY

7. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

FREQUENCY OF MEETINGS

8. The Committee members may call any meetings at any time when necessary or desirable.

NOTICE AND PROCEDURES OF MEETINGS

9. Notice of any meetings shall be given to all Members at least two days before the meeting, unless all Members unanimously waive such notice.
10. Any Member or the Secretary (on the request of the Member) may call a meeting at any time. The notice of meeting may be given either orally or in writing. If the notice is given orally, the content of the notice shall be confirmed in writing.
11. The notice of meeting shall state the date, time and venue of the meeting. An agenda together with any other documents which may be required to be considered by the Members shall also attach to the notice
12. The Member may attend the meetings in person, by telephone or by video conference.

VOTE

13. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present. In the case of an equality of votes, the chairman of the Committee shall have the casting vote

WRITTEN RESOLUTIONS

14. Resolutions of the Committee may be passed by all Members in writing

AUTHORITY

15. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee's scope of duties.
16. The Committee should receive sufficient resources to perform its duties. Where necessary, the Committee is authorised by the Board to seek independent professional advice to perform its responsibilities, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable, at the Company's expense.

DUTIES

17. The duties of the Committee shall include, but not be limited to the following:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations to the Board regarding any proposed changes to the Board to complement the corporate strategy of the Company;
 - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;

- (c) to assess the independence of INEDs of the Company; and
 - (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company.
18. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.
 19. The Committee (or the Board) should have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy in the corporate governance report.

REPORTING PROCEDURES

20. The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
21. The Committee shall report to the Board of its findings, decisions and recommendations.
22. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

ANNUAL GENERAL MEETING

23. The chairman of the Committee or another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' enquiries on the Committee's activities and their responsibilities.

Adopted on 1 March 2018