

C.BANNER INTERNATIONAL HOLDINGS LIMITED

千百度國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1028)

Summary of terms of reference of the Nomination Committee

The Nomination Committee

The board of directors (the “**Board**”) of **C.banner International Holdings Limited** (the “**Company**”) has established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”), a summary of its constitution and particular duties are set out below:-

1. Membership

- 1.1 The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.
- 1.2 The chairman of the Nomination Committee shall be appointed by the Board. The chairman must be the chairman of the Board or an independent non-executive director.
- 1.3 The term of each appointment to the members of the Nomination Committee shall be determined by the Board upon appointment.

2 Secretary

- 2.1 The company secretary of the Company or his/her delegate shall be the secretary of the Nomination Committee.
- 2.2 The Nomination Committee may from time to time appoint another secretary with appropriate qualification and experience.

3 Meetings

- 3.1 The Nomination Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Nomination Committee demands. The chairman of the Nomination Committee may convene additional meetings at his discretion.
- 3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting shall be deemed waiver of the required notification requirement.

- 3.3 The quorum of Nomination Committee meetings shall be two members, one of them should be an independent non-executive director.
- 3.4 The members of the Nomination Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5 Resolutions of the Nomination Committee shall be passed with a majority of votes.
- 3.6 Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.
- 3.7 Full minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4 Attendance of Meetings

- 4.1 Upon invitation by the Nomination Committee, other Board members and external consultants may attend all or any of the meetings.
- 4.2 Only the Nomination Committee members shall have the voting powers.

5 Annual general meetings

- 5.1 The chairman of the Nomination Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Nomination Committee's activities and responsibilities. If the chairman of the Nomination Committee is unable to attend, a member of the Nomination Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Nomination Committee's activities and responsibilities.

6 Duties and responsibilities

The duties of the Nomination Committee shall include, but shall not be limited to the following:

- 6.1 to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 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;
- 6.4 to assess the independence of independent non-executive directors;

- 6.5 to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- 6.6 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.

7 Reporting responsibilities

- 7.1 After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities.

8 Authority

- 8.1 The Nomination Committee is authorized by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees.
- 8.2 The Nomination Committee is authorized by the Board to obtain outside independent professional advice at the Company's expense, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Note: All such arrangements of obtaining outside independent professional advice may be made by the company secretary.

- 8.3 The Nomination Committee shall have access to sufficient resources in order to perform its duties.