



Goodbaby International Holdings Limited

好孩子國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1086)

(hereinafter referred to as “the Company”)

Nomination Committee — Terms of Reference

1. Membership

- 1.1 The members of the Nomination Committee (the “Members”) shall be appointed by the Board from amongst the directors of the Company (the “Board”) 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 (the “chairman”) 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 appointment of each members of the Nomination Committee shall be determined by the Board upon appointment.

2. Secretary of Nomination Committee

- 2.1 The company secretary of the Company 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.
- 3.2 Notice of each meeting of the Audit Committee shall be dispatched at least fourteen (14) days before the date of the meeting. Unless otherwise agreed unanimously by all members of the Nomination Committee, to waive such notification. Notwithstanding the notification period, the attendance of the Member of the Audit Committee at the meeting shall be deemed as a waiver of the required notification period. In relation to continued meetings held within fourteen (14) days, no notice is required.
- 3.3 The quorum of Nomination Committee meetings shall be two Members, one of them should be an independent non-executive director.
- 3.4 Meetings may be held in person, by way of telephone or video conferencing. The Members may attend meetings either in person, by telephone or through other electronic means of communication (all parties participating in the meeting should be audible by such means during the meeting).
- 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 duly delegated secretary of the meeting. Draft and final versions of minutes shall be sent respectively to all Members. Draft version is for Members' comments; the final version is for record purpose.

4. Attendance of Meetings

- 4.1 Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or chief executive officer, external consultants and others may attend all or any of the meetings.
- 4.2 Only the Nomination Committee members shall have the voting powers at the meetings.

5. Annual General Meetings

The chairman of the Nomination Committee (in case of his absence), a member of the Nomination Committee (who must be an independent non-executive director) shall attend the annual general meetings of the Company and be prepared to respond to any shareholders' questions on the Nomination Committee's activities and responsibilities.

6. Responsibilities and Powers

The responsibilities and powers 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, experience and diversity of perspectives) 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 assess the independence of independent non-executive directors;
- 6.4 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;
- 6.5 review the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosure of its review results in the annual report of the Company annually; and
- 6.6 if the Board intends to submit a resolution electing an individual to be independent non-executive director, it shall state the reasons for electing such individual and the reasons considered by the Board that such individual is independent, in the circular to shareholders and / or statement letter attached to the relevant notice of shareholders' meeting.

7. Reporting responsibilities

After each meeting, the Nomination Committee shall report formally to the Board.

8. Authority

- 8.1 The Nomination Committee has the powers to request the management of the Company on any matters in connection to its duties, to provide data to discharge its duties as required.

8.2 The Nomination Committee is authorized by the Board to seek outside legal or other independent professional advice at the Company's expense, to discharge its duties.

Note: All such arrangements of obtaining outside legal or other 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.

Note: "Senior management" refers to the same persons referred to in the Company's annual report. The Directors of the Company shall be responsible for determining which individual (one or more) is/are the senior management. The senior management includes the directors of subsidiaries of the Company; as well as the officers in-charge of other divisions, departments or operating units in the Group, considered by the Directors of the Company as appropriate.

Adopted by the Board on 16 March 2012 and amended on 30 August 2013