



CHINA KANGDA FOOD COMPANY LIMITED

中國康大食品有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code (Primary Listing): 834)

(Singapore Stock Code (Secondary Listing): P74)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

THE NOMINATION COMMITTEE

The board of directors (the “**Board**”) of CHINA KANGDA FOOD COMPANY 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 Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors. At least one member of the Nomination Committee shall be a director of a different gender.
- 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 (the “**Company Secretary**”) 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 such meetings of the Nomination Committee, at least 7 days before the date of the meeting; and in relation to continued meetings held within 7 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 meetings 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, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- 6.2 to determine the policy for the nomination of directors, identify individuals suitably qualified to become members of the Board and may select or make recommendations to the Board on the selection of individuals nominated for directorship. In identifying suitable individuals, the Nomination Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity of the Board;
- 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, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- 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;
- 6.6 to review the Board Diversity Policy annually, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, timetable and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- 6.7 to review the nomination procedures and the process and criteria for the identification, selection and nomination of candidates for directorship for the Board's approval;
- 6.8 to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities effectively;
- 6.9 to support the Company's regular evaluation of the Board's performance;
- 6.10 to review the Corporate Governance Report in the annual report for the Board's approval including disclosures on director independence, the policy for the nomination of directors performed by the Nomination Committee during the year and a summary of Board Diversity Policy; and
- 6.11 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 of the Company and its subsidiaries.
- 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 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: If there is any inconsistency between the English version and Chinese version of this terms of reference, the English version shall prevail.