



**中糧**  
**COFCO**

**中糧肉食控股有限公司**  
**COFCO Meat Holdings Limited**

(the “**Company**”)

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01610)**

## **TERMS OF REFERENCE OF THE FOOD SAFETY COMMITTEE**

**(ADOPTED BY THE BOARD ON DECEMBER 12, 2017)**

### **1. CONSTITUTION**

The board of directors (the “**Board**”) of the Company resolved on October 8, 2016 to establish a committee of the Board known as the Food Safety Committee (the “**Committee**”).

### **2. OBJECTIVE**

The purpose of the establishment of the Committee is for the effective operation of the Board to enable the Company to maintain effective control over food quality and safety and foster continuous improvement in the food quality and safety of the Company.

### **3. MEMBERSHIP**

- 3.1 Members of the Committee shall be appointed by the Board from the directors of the Company and shall consist of not less than three (3) members.
- 3.2 The quorum of a meeting of the Committee shall be two members of the Committee. At all times, members of the Committee shall be notified of and invited to attend all meetings of the Committee. Members of the Committee may participate in a meeting of the Committee by means of telephone conference or other communications equipment through which all participants at the meeting shall hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- 3.3 A meeting of the Committee shall be chaired by the chairman of the Committee. In the absence of the chairman or an appointed vice chairman of the Committee, the remaining members present shall elect one of them to chair the meeting.
- 3.4 Only members of the Committee are entitled to attend meetings of the Committee. However, the Committee may invite executive directors and/or other persons to attend all or part of its meetings if it considers it necessary to help perform its duties.

#### **4. SECRETARY**

The head of the Company's quality and safety management department shall be the secretary of the Committee.

#### **5. DUTIES**

5.1 To report and make recommendations once a year or as and when required in respect of the Company's policies, management and performance in relation to food quality and safety to comply with relevant laws and regulations.

5.2 To consider, implement and review policies on:

- (i) health and safety;
- (ii) advertising and labelling;
- (iii) record maintenance on complaints or recalls on products sold or shipped due to health and safety reasons; and
- (iv) methods of redress in response to above complaints with reference to the corporate goals and objectives formulated by the Board.

5.3 To assess, review, monitor and make recommendations to the Board on:

- (i) the development of employee training programs for subjects such as updated food safety and quality assurance procedures and media training;
- (ii) the Company's products traceability capabilities;
- (iii) the Company's food safety internal control standards covering the food safety issues related to research and development, procurement, production, storage, transportation and sales and distribution activities, relative to comparable utilities or other benchmarked companies, including on a regional and global basis to ensure delivery of safe and high-quality products and eliminate recalls;
- (iv) developments in food safety, including changes in the laws and regulations related to food safety, in order to improve the Company's adaptability to changes in the legal environment; and
- (v) the Company's capacity and capability to handle emergency situations in relation to food safety incidents, to ensure that the Company can minimize the scope and impact of damage caused and reduce the loss incurred.

5.4 To create a place in the Company for the Committee and quality assurance professionals of the Company to communicate and discuss best food quality and safety practices.

5.5 To do any such things to enable the Committee to discharge its rights and functions conferred on it by the Board.

- 5.6 To do any such things, as the Committee deems reasonable, to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by other applicable laws.

## **6. PROCEEDINGS AND NOTICES OF MEETINGS**

- 6.1 Meetings of the Committee shall be held not less than once a year. The chairman or any two members of the Committee may request a meeting if they consider necessary. Upon the receipt of such request, the secretary of the Committee shall, having regard to the convenience of all members, convene such meeting as soon as reasonably practicable.
- 6.2 Meetings of the Committee shall be convened by the secretary as instructed by the chairman of the Committee, or at the request of the Board.
- 6.3 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents should be sent to all members of the Committee in a timely manner and at least three (3) days before the date of the meeting (or such other time as the members may agree).
- 6.4 The Committee shall be provided with sufficient resources to perform its duties. Members of the Committee shall have access to the advice and assistance of the company secretary to ensure that the Committee procedures and all applicable rules and regulations are followed.

## **7. REPORTING PROCEDURES**

- 7.1 The Committee shall report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 7.2 Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of meetings of the Committee shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable period of time after the meeting.
- 7.3 The Committee shall make available the chairman (or in his absence, at least one of the members of the Committee) to attend the Company's annual general meeting to answer shareholders' questions.

## **8. MINUTES OF MEETINGS**

- 8.1 The secretary shall minute in detail the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance. Minutes of meetings of the Committee shall record in detail any concerns raised and dissenting views expressed at the meeting.
- 8.2 Draft and final versions of minutes of meetings of the Committee shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable period of time after the meeting.

## **9. RESOLUTIONS OF THE COMMITTEE**

A resolution in writing signed by all the members of the Committee shall be as valid and effective as if the same had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision shall not contravene any requirement in relation to the convening of a Board or Committee meeting.

## **10. AUTHORITIES**

10.1 The Committee is authorized by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

10.2 The Committee shall review and monitor the Company's policies in relation to food quality and safety and ensure such policies are sufficient compared to other companies of a similar size, business nature and scope as the Company.

10.3 The Committee is authorized by the Board, and at the reasonable expense of the Company, to obtain legal or other independent professional advice and to secure the attendance of external parties with relevant experience and expertise at the meetings of the Committee if it considers necessary.

10.4 The Committee is authorized by the Board, and at the reasonable expense of the Company, to tour the Company's facilities in order to gain better understanding of, among other things, the differences in operations.

10.5 The Committee shall be provided with sufficient resources to perform its duties.

## **11. REVISION OF THE TERMS OF REFERENCE**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and regulatory requirements. Any amendment to these terms of reference shall be made by way of resolution of the Board of the Company and shall be in full compliance with any regulatory requirements.

– End –

(Should there be any inconsistency between the English and the Chinese version of these terms of reference, the English version shall prevail.)