



中糧家佳康食品有限公司
COFCO Joycome Foods Limited

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01610)

Nomination Committee Terms of Reference

**(Adopted by the Board on October 8, 2016,
revised on March 25, 2025)**

1. CONSTITUTION

The board of directors of the Company (the “**Board**”) hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility, and specific duties as described below.

2. MEMBERSHIP

- 2.1 The Nomination Committee shall be appointed by the Board and a majority of the members of the Nomination Committee shall be independent non-executive directors of the Company.
- 2.2 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director of the Company (the “**Chairman**”).
- 2.3 The Nomination Committee shall consist of not less than three (3) members, with at least one (1) member being different gender from the others¹. The quorum for a meeting of the Nomination Committee shall exceed half of the members, with one (1) member being an independent non-executive director of the Company. A duly convened meeting of the Nomination Committee, at which a quorum is present, shall have the authority to exercise all or any authorities, powers and discretions vested in or exercisable by the Nomination Committee. Members of the Nomination Committee are required to attend the meeting in person or via electronic means, including but not limited to telephone or video conference.

¹ Applicable on or after July 1, 2025

3. SECRETARY

The General Manager of the Human Resources Department or the designated person of the Nomination Committee of the Company shall be the secretary of the Nomination Committee.

4. AUTHORITY

- 4.1 The Nomination Committee is authorized by the Board to act within these terms of reference. It is authorized to seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Nomination Committee.
- 4.2 The Nomination Committee is authorized by the Board, at the Company's expense but subject to prior discussion with the Board on costs, to obtain outside legal or other independent professional advice if it considers necessary.
- 4.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

5. DUTIES

The duties of the Nomination Committee are to:

- 5.1 review the structure, size and composition (including the diversity of skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any changes to the Board to support the Company's corporate strategy;
- 5.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.3 assess the independence of independent non-executive directors;
- 5.4 assess the time commitment and contribution of the directors to the Board, their ability to discharge responsibilities effectively, and support the Company's regular evaluation of the Board's performance;
- 5.5 make recommendations to the Board on matters in relation to the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
- 5.6 review the Board diversity policy and the employee diversity policy annually; and
- 5.7 perform tasks as assigned by the Board from time to time and such duties under relevant code provisions of the Corporate Governance Code set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules, as amended from time to time).

6. NOTICE OF MEETINGS

- 6.1 A meeting of the Nomination Committee may be convened by any of its members through the company secretary of the Company.
- 6.2 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 Nomination Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

7. FREQUENCY AND PROCEEDINGS OF MEETINGS

- 7.1 Meetings shall be held as and when appropriate, but at least once annually or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.
- 7.2 The Chairman may convene additional meetings at his discretion.
- 7.3 The Chairman (or in his absence, a member designated by the Chairman) shall preside over all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
- 7.4 As necessary or desirable, the Chairman may request that members of management and/or members of the Board be present at the meeting of the Nomination Committee.

8. REPORTING PROCEDURES

- 8.1 The Nomination Committee shall report to the Board the findings and recommendations after each meeting of the Nomination Committee, unless there are legal or regulatory restrictions on its ability to do so.
- 8.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why it believes that individual shall be elected and the reasons why it considers him/her to be independent.
- 8.3 The Nomination Committee shall have a policy concerning diversity of board members, and disclose the policy or a summary of the policy in the corporate governance report.
- 8.4 The Nomination Committee shall assist the Board in maintaining a board skills matrix, assess each director's time commitment and contribution to the Board, and disclose them in the annual reports.

9. MINUTES

- 9.1 Minutes of the Nomination Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.
- 9.2 Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all members of the Nomination Committee for their comment and records, respectively, in both cases within a reasonable time after the meeting.

10. GENERAL

- 10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
- 10.2 The Nomination Committee shall make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website (www.hkexnews.hk) and the Company's website (www.cofcojoycome.com).

– End –