



福記食品服務控股有限公司
FU JI Food and Catering Services Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1175)

Terms of Reference of the Nomination Committee

(adopted on 8 July 2013)

Terms of Reference of the Nomination Committee
(Effective Date: 8 July 2013)

1. Constitution

1.1 The Board of Directors (the “Board”) of FU JI Food and Catering Services Holdings Limited (the “Company”) had resolved on [] 2013 to establish a committee known as the Nomination Committee (the “Committee”) to assist the Board to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy.

2. Membership

2.1 The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members. The majority of the Committee members must be independent non-executive directors.

2.2 The Chairman of the Committee, being either the Chairman of the Board or an independent non-executive director, shall be appointed by the Board.

2.3 The Company Secretary of the Company, or any person with appropriate qualification and/or experience duly appointed by the Committee, shall act as the secretary of the Committee.

2.4 The terms of office of the Committee members shall be determined by the Board.

3. Attendance at meetings

3.1 A quorum shall be two Committee members, of whom at least one is an independent non-executive director.

3.2 Only Committee members have the right to attend Committee meetings. The Committee may invite persons, including the Chairman of the Board, the Chief Executive Officer and other senior management, to attend meetings where appropriate to assist in the effective discharge of the Committee's duties.

4. Frequency of meetings

4.1 The Committee shall meet at least one time a year. Any Committee member or the secretary of the Committee may convene Committee meeting if necessary.

5. Authority

- 5.1 The Committee is authorized by the Board to perform duties within its terms of reference. It is authorized to seek any information it requires from any employee and to consult the Chairman of the Board and/or Chief Executive Officer. All employees are directed to cooperate with any request made by the Committee. The Committee should be provided with sufficient resources to discharge its duties.
- 5.2 The Committee is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. Terms of Reference

The specific duties of the Committee shall be:

- 6.1 to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on the followings:
- 6.1.1 any proposed changes to the Board to complement the Company's corporate strategy; and
 - 6.1.2 any proposed changes to the Executive Committee by the Chief Executive Officer.
- 6.2 to consider the selection criteria of the directors, and develop procedures for the sourcing and selection of candidates to stand for election by the Company's shareholders (the "Shareholders").
- 6.3 to identify and nominate candidates to the Board for it to recommend to the Shareholders for election as the directors. Sufficient biographical details of nominated candidates shall be provided to the Board and the Shareholders to enable them to make an informed decision.
- 6.4 to identify and nominate candidates to fill casual vacancies of the directors for the Board's approval.
- 6.5 to assess candidates proposed by the Chief Executive Officer as new member(s) of the Executive Committee or to fill Committee vacancies as they arises for the approval of the Board.
- 6.6 to assess the independence of independent non-executive directors on a regular basis having regard to relevant guidelines or requirements of the Listing Rules, review the independent non-executive directors' annual confirmations on their independence and make disclosure of its review results in the Corporate Governance Report.
- 6.7 to regularly review the time required from the director to perform his responsibilities.

- 6.8 to make recommendations to the Board on the appointment or re-appointment of directors and the succession planning for directors, in particular the Chairman of the Board and the Chief Executive Officer.
- 6.9 to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.
- 6.10 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 procedures

- 7.1 Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records within a reasonable time after the meeting. The secretary shall circulate the minutes of the meetings and reports of the Committee to all members of the Board.