Guoquan Food (Shanghai) Co., Ltd.
鍋圈食品(上海)股份有限公司

NOMINATION COMMITTEE OF THE BOARD – TERMS OF REFERENCE

Chapter I General Provisions

Article 1 To further formulate and refine the selection criteria and process of directors and senior management officers of Guoquan Food (Shanghai) Co., Ltd. (hereinafter referred to as the "**Company**"), and to improve the corporate governance structure, the Company has established the Nomination Committee under the Board of Directors (the "**Board**") and formulate these terms of reference in accordance with the provisions of the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**") and other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Guoquan Food (Shanghai) Co., Ltd. (hereinafter referred to as the "**Articles of Association**") and the Rules of Procedures for Meetings of the Board of Guoquan Food (Shanghai) Co., Ltd.

Article 2 The Nomination Committee is a specialized working organization established by the Board in accordance with the Articles of Association. It is mainly responsible for reviewing the selection process, criteria and qualification for appointments of the Company's directors and senior management officers and making recommendations to the Board. The Nomination Committee is responsible for and reports to the Board of Directors.

Chapter II Composition

Article 3 The Nomination Committee consists of three directors, of which independent non-executive directors constitute a majority.

Article 4 The members of the Nomination Committee shall be nominated by the chairman of the Board, or more than half of the independent non-executive directors, or more than one-third of all directors, and shall be elected by the Board.

Article 5 The Nomination Committee has a committee chairman, who is either the chairman of the Board or a member who is an independent non-executive director, and he is responsible for convening and presiding over the work of the Nomination Committee. The committee chairman shall be elected by members of the Nomination Committee and shall be submitted to the Board for approval.

Article 6 The term of office of the members of the Nomination Committee shall be consistent with the term of office of the directors, upon expiration of the term of a member, such member may be re-elected. During the term of office, if any member no longer serves as a director of the Company or a member who should have the status of an independent non-executive director no longer has the independence stipulated in the Articles of Association, such person will automatically lose his/her membership qualification and the Board will make up for the number of committee members in accordance with Articles 3 to 5 above.

Article 7 The Nomination Committee has set up a working group, which is responsible for, among others, coordination of daily work and organization of meetings. The members of the working group need not be members of the Nomination Committee.

Chapter III Duties and Powers

Article 8 The Nomination Committee is responsible for formulating criteria and procedures for the selection of directors and senior management officers, selecting and reviewing the candidates for directors and senior management officers and their qualifications, reviewing the diversity of the Board on an annual basis, assisting the Board in compiling a skills matrix, and supporting the Company in regularly assessing the Board performance, specifically including the followings:

(I) Evaluate and review the size and composition of the Board (including skills, knowledge and experience) at least once a year based on the Company's operating activities, asset size and equity structure, assist the Board in compiling a skills matrix, and make recommendations to the Board on any proposed changes to the Board in line with the Company's strategies;

(II) Formulate the Company's corporate governance policies and practices, review their implementation, and make recommendations to the Board;

(III) Study the selection criteria and procedures for directors, general managers and other senior management officers and make recommendations, inspect and supervise the training and continuing professional development plans as appropriate for directors and senior management officers;

(IV) Selection of qualified candidates for directors, general manager and other senior management officers;

(V) Review and make recommendations on director candidates and candidates for general manager and other senior management officers;

(VI) Review the independence of independent non-executive directors;

(VII) Make recommendations to the Board regarding the appointment or re-appointment of directors and succession planning for directors (in particular, the Chairman of the Board), general managers and other senior management officers;

(VIII) Formulate and maintain a policy on Board diversity, and conduct regular reviews, and disclose such policy or the summary of such policy on Board diversity in the annual report of the Company, including any plans or measurable targets (such as target figures and timelines) established by the Company to achieve gender diversity, and progress toward meeting these targets;

(IX) Support the Company in regularly assessing the Board performance and ensure that the Company conduct a formal assessment of the Board performance at least once every two years. This Committee is responsible for determining the specific arrangements for the Board performance assessment, including: (i) whether the assessment is conducted internally or outsourced to an external service provider; (ii) the specific method of assessment, including the scope and the responsible departments/committees/external service providers involved. When selecting an external service provider, this Committee shall make a decision after comprehensively considering factors such as its independence, professional qualifications,

industry experience and the service proposal provided. The Committee shall also review the details of the Board performance assessment results, including areas requiring significant improvement identified during the assessment and measures taken or proposed in response to the assessment findings. It shall also review details of any new skills the Board intends to acquire (if applicable), plans for acquiring such new skills, and the achievement or progress of relevant plans adopted in previous years during the reporting year;

(X) When the Board needs to increase the number of directors or fill a vacancy of director, the committee is responsible for identifying persons with suitable qualifications to act as directors and providing advice to the Board on the selection and nomination of such persons as directors. When identifying suitable candidates, the committee should fully consider the complementarity of Board members in respect of knowledge structure and experience, the balance and independence of Board composition. Based on objective conditions and taking into account the benefits of diversity of Board members, as well as the Group's business needs, the committee should select candidates on a broad basis. So as to ensure that the Board members have appropriate talents, experience and diversified viewpoints and perspectives to support the Company in achieving strategic objectives, maintaining competitive advantages and realizing sustainable development;

(XI) The committee shall be responsible for making recommendations to the Board on the re-appointment of non-executive directors (including independent non-executive directors) upon expiration of their term of office, and making recommendations on the election or re-election of directors by shareholders and on the continuous appointment of any director during any period of time. If the Board intends to propose a resolution at the general meeting of shareholders to elect a person for appointment as an independent non-executive director, the committee shall procure that the following must be specified in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting: (1) the process of identifying the individual, the reasons for selecting such individual for appointment by the Board and the reasons for considering such individual to be an independent party; (2) if the proposed independent non-executive director is going to act as director for the seventh (or above) listed company, the reasons for the Board to believe that such individual is still able to devote sufficient time to perform his/her duties as a director; (3) the viewpoints, perspectives, skills and experience that may be brought by such individual to the Board; and (4) how such individual contributes to the diversity of the Board;

(XII) Formulate, review and supervise the code of conduct and compliance manual (if any) for employees and directors;

(XIII) Examine the Company's compliance with the Corporate Governance Code in Appendix 14 to the Hong Kong Listing Rules and the disclosure of information in the Corporate Governance Report;

(XIV) Matters required by applicable laws and regulations, the Articles of Association, the Hong Kong Listing Rules and other matters authorized by the Board of the Company.

Article 9 The Nomination Committee is accountable to the Board. Proposals of the Nomination Committee shall be submitted to the Board for consideration and decision.

The Nomination Committee shall provide all research and discussion, materials and information to the Board in the form of reports, recommendations or conclusions for the Board to study and make decisions.

Chapter IV Decision-making Process

Article 10 The Nomination Committee studies the selection criteria, selection procedures and term of office of directors and senior management officers of the Company in accordance with the provisions of the relevant laws, administrative regulations, other regulatory documents, the Hong Kong Listing Rules and the Articles of Association, after taking into account the actual situation of the Company, resolutions are proposed for submission to the Board for consideration and approval, and for implementation accordingly.

Article 11 Selection procedures for appointment of directors and senior management officers:

(I) The Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's requirements of directors and senior management officers, and formulate it as written materials;

(II) The Nomination Committee may extensively search for candidates for directors, general managers and other senior management officers within the Company, holding (investee) companies and the talent market;

(III) Collect information on the occupation, educational background, job title, detailed working experience and all part-time employments of the preliminary candidates to compile written materials;

(IV) Seek consent of the nominee to his/her nomination, otherwise he/she cannot be appointed as a candidate for appointment as director or senior management officer;

(V) Convene a meeting of the Nomination Committee to review and examine the qualifications of the preliminary candidates according to the appointment qualifications for directors and senior management officers;

(VI) Submit proposals and relevant materials on the candidates for directors and new senior management officers to the Board one to two months prior to the election of new directors and appointment of new senior management officers;

(VII) Carry out other follow-up work in accordance with the decisions and feedback of the Board. The Nomination Committee may engage an intermediary to provide professional advice for its decision-making, if necessary, and the relevant reasonable expenses shall be borne by the Company.

Chapter V Rules of Procedures

Article 12 The Nomination Committee meetings are divided into regular meetings and extraordinary meetings. Regular meetings of the Nomination Committee shall be convened at least once a year, and shall be notified to all members of the committee five days before the date of the regular meeting. The meeting shall be convened and presided over by the committee chairman, if the committee chairman is unable to attend the meeting, he/she may appoint another member (an independent non-executive director) to convene and preside over the meeting.

An extraordinary meeting of the Nomination Committee shall be notified to all members two days before convening the meeting. The aforesaid notice period may be waived under unanimous consent of all members.

The means of notification include personal delivery, fax, letter, e-mail and telephone, etc.

Article 13 The notice of meeting of the Nomination Committee shall at least include the following:

(I) Time and place of convening the meeting;

(II) The duration of the meeting;

(III) Topics to be discussed at the meeting;

(IV) The contact person of the meeting and his/her contact information;

(V) The date of the notice of the meeting.

If the notification is made by telephone, it shall contain at least the contents as set out in items (I) and (II) above, and a written record must be prepared and the meeting documents must be dispatched to all members before the meeting.

Article 14 Meetings of the Nomination Committee may be held in the form of on-site meetings and conduct voting by registered ballot. With the unanimous consent of all members, the extraordinary meeting may be convened by video, telephone or written submission and pass resolutions.

Article 15 A meeting of the Nomination Committee shall be held only by the presence of more than two-thirds of the members (including the members who have appointed other members in writing to attend the meeting on their behalf); each member has one vote; resolutions made at the meeting must be passed by more than half of all members.

Article 16 If a member of the Nomination Committee appoints another member to attend the meeting and exercise voting right on his/her behalf, he/she shall submit a power of attorney to the chairman of the meeting. The power of attorney shall state the name of the proxy, matters to be handled by the proxy, the scope of authorization and the validity period, and shall be signed or sealed by the appointer. If any voting matter is involved, the appointer shall clearly express his/her consent, objection or abstention on each matter in the power of attorney. Members shall not make or accept an appointment of proxy without voting intention, an appointment with full discretion or an appointment with unclear scope of authorization. A valid power of attorney shall be submitted to the chairman of the meeting no later than before the voting at the meeting.

Article 17 If a member of the Nomination Committee neither attends the meeting in person nor appoints another member to attend the meeting on his/her behalf, he/she is deemed to be absent from the relevant meeting. If a member of the Nomination Committee fails to attend two consecutive meetings and has not appointed other members to attend on his/her behalf, he/she is deemed to be unable to perform his/her duties and powers properly, and the Board may remove him/her from his/her position as a member.

Article 18 Upon completion of voting by the members at a meeting, the voting results of each member shall be collected and counted in a timely manner. If the meeting is held on-site, the chairman of the meeting shall announce the voting results on the spot; if voting is conducted at an off-site meeting, the chairman of the meeting shall notify all committee members in writing of the voting results within three days after expiration of the voting time limit.

Article 19 Members of the working group may attend the meeting of the Nomination Committee as non-voting delegates, and directors and senior management officers of the Company may be invited to attend the meeting as non-voting delegates, if necessary.

Article 20 When the meeting of the Nomination Committee discusses issues related to committee members, the parties concerned should avoid participation.

Article 21 The procedures for convening the meeting of the Nomination Committee and the voting method must comply with the provisions of the relevant laws, administrative regulations, other regulatory documents, the Hong Kong Listing Rules, the Articles of Association and these terms of reference.

Article 22 Minutes of the meetings shall be kept by the Nomination Committee. The first draft and final version of the minutes of meetings shall be dispatched to all members present at the meeting within a reasonable period of time after the meeting for expression of opinions on the first draft and for record purpose with the final version, members who have attended the meeting shall sign on the minutes of meeting; the minutes of meetings shall be kept by the secretary to the Board of the Company, and shall be kept for at least 10 years during the existence of the Company.

Article 23 The resolutions and voting results adopted at the meetings of the Nomination Committee shall be submitted in writing to the Board of the Company.

Article 24 Members attending the meeting and persons attending the meeting as non-voting delegates are obligated to keep confidential the matters discussed at the meeting and shall not disclose the relevant information without authorization.

Chapter VI Annual General Meeting

Article 25 The chairman of the committee is required to attend the annual general meeting of the Company and be prepared to answer any questions raised by shareholders on matters relating to the duties of the Nomination Committee.

Article 26 If the chairman of the Nomination Committee is unable to attend the annual general meeting of the Company, he must make arrangement for another committee member to attend the general meeting. Such person shall be prepared to answer questions raised by shareholders regarding the work of the Nomination Committee at the annual general meeting.

Chapter VII Supplemental Provisions

Article 27 Unless otherwise specified, the terms used in these terms of reference shall have the same meaning as those used in the Articles of Association.

Article 28 The term "above" mentioned in these terms of reference includes the original number; "within" includes the original number; "exceeds" and "less than" do not include the original number.

Article 29 For any matters not covered by these terms of reference, the Company shall comply with the relevant laws, regulations or regulatory documents (including the listing rules of the place where the shares of the Company are listed), and the Articles of Association, the resolutions of the Company's general meetings or provisions of other relevant rules and regulations for implementation; if these terms of reference are inconsistent with the provisions of the relevant laws, regulations or regulatory documents (including the listing rules of the place where the shares of the Company are listed) or the Articles of Association, the provisions of the relevant laws, regulations or regulatory documents (including the listing rules of the place where the shares of the Company are listed) and the Articles of Association shall prevail for implementation.

Article 30 The Board shall be responsible for the formulation and amendment of these terms of reference, as well as their interpretation.

Article 31 These terms of reference shall take effect on the date when they have been considered and approved by the Board of the Company.