

DEKON FOOD AND AGRICULTURE GROUP

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General

Article 1 In order to establish and enhance the criteria and procedures for the selection of the Directors and senior management of Dekon Food and Agriculture Group (the “**Company**”), to optimise the composition of the board of Directors (the “**Board**”), and to improve the corporate governance structure of the Company, the Company has established the nomination committee of the Board (the “**Committee**”) and formulated these terms of reference in accordance with local and overseas laws and regulations for listed companies, including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Guidelines for Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), and the Articles of Association of Dekon Food And Agriculture Group (the “**Articles of Association**”), as well as other relevant requirements of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

Article 2 The Committee is a dedicated body established by the Board pursuant to relevant laws and regulations and the Articles of Association. The Committee shall be accountable to and report to the Board. The main duties of the Committee are to select and make recommendations on the candidates, criteria and procedures for the selection of Directors and senior management of the Company.

Chapter II Composition

Article 3 The Committee shall consist of three Directors, over half of whom shall be independent non-executive Directors.

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

Article 5 The Committee shall have one chairman who shall be an independent non-executive Director and responsible for presiding over the work of the Committee.

Article 6 The term of office of the members of the Committee shall be consistent with the term of the Directors. A member of the Committee may serve consecutive terms if re-elected upon the expiry of his/her term of office. If a member ceases to be a Director of the Company or a member who should have a status of an independent non-executive Director no longer possesses the independence stipulated in the Articles of Association during his/her term of office, his/her membership in the Committee shall lapse automatically, and the vacancy shall be filled up by the Board in accordance with Article 3 to Article 5 above.

Article 7 The Committee shall have a working group to deal with daily work, liaison and organisation of Committee meetings.

Chapter III Duties and Authority

Article 8 The duties and authority of the Committee are as follows:

- (I) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once every year and make recommendations on any proposed changes to the Directors and senior management to complement the Company's strategy, in accordance with the relevant requirements of the Company Law of the People's Republic of China and the Hong Kong Listing Rules and taking into consideration the characteristics and other specific circumstances of the Company. When considering the composition of the Board, the Committee shall take into account the diversity of the Board from various aspects, including but not limited to the gender, age, cultural and educational background and professional experience of the Directors;
- (II) to examine the selection criteria and procedures of Directors and managers, and to make recommendations to the Board;
- (III) to conduct extensive searches for qualified candidates for Directors and managers;
- (IV) to examine the candidates for Directors and managers and to make recommendations to the Board;
- (V) to examine other senior management personnel who are required to be appointed by the Board and make recommendations;
- (VI) to assess the independence of the independent non-executive Directors;
- (VII) 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 general manager); and
- (VIII) to carry out other duties as stipulated in the Articles of Association and other matters authorised by the Board.

Article 9 The Committee shall be accountable to the Board and the proposals of the Committee shall be submitted to the Board for approval. The Committee shall provide the Board with all research and discussions, materials and information in the forms of reports, recommendations and conclusions for the Board's consideration and decision.

The Committee may, when necessary, engage an external expert or intermediary to provide professional advisory services, and any reasonable costs so incurred shall be borne by the Company.

Chapter IV Work Procedures

Article 10 The Committee, based on relevant laws and regulations, the Hong Kong Listing Rules and the Articles of Association as well as the actual situation of the Company, shall study the selection criteria, selection procedures, candidates and term of office of the Directors and senior management of the Company, and formulate and submit resolutions to the Board for consideration and implementation.

Article 11 The selection process of Directors and senior management is as follows:

- (I) The Committee shall actively communicate with relevant departments and study the needs of the Company for Directors and senior management and present such information in writing;
- (II) The Committee may search extensively for candidates for Directors, presidents and senior management within the Company and its holding (shareholding) enterprises and in the talent market;
- (III) The Committee shall gather information about the occupation, academic qualifications, post title, detailed work experience and all part-time positions of the candidates and present such information in writing;
- (IV) A nominee shall not be deemed as an candidate for Director or senior management unless his/her consent for nomination is obtained;
- (V) The Committee shall convene a committee meeting to examine the qualifications of the candidates in accordance with the requirements for Directors and senior management;
- (VI) The Committee shall make recommendations to the Board regarding the candidates for Directors and new senior management and submit relevant information to the Board one to two months prior to the election of new Directors and the appointment of new senior management;
- (VII) The Committee shall carry out other follow-up tasks according to the decision and feedback from the Board.

Chapter V Rules of Procedures

Article 12 The Committee shall convene at least one meeting each year and shall hold ad hoc Committee meetings from time to time. A notice of meeting shall be given by the Committee secretary to all members three days in advance of the meeting. A meeting shall be convened and presided over by the chairman of the Committee. If the chairman is unable to attend the meeting, he/she may entrust another member (who shall be an independent non-executive Director) to convene and preside over the meeting, in which matters to be determined by the Committee shall be discussed.

Article 13 A meeting of the Committee must be attended by more than two-thirds of the members (including the members who have entrusted other members to attend the meeting in writing) in person or through other electronic communications. Each member shall have one vote. A resolution of the meeting shall be passed by more than half of the members.

Article 14 Voting at the meeting of the Committee shall be taken by a show of hands; an extraordinary meeting may be held by communication voting.

Article 15 The Committee may invite other Directors, supervisors and senior management of the Company to attend such meetings when necessary.

Article 16 The Committee may, when necessary, engage an intermediary to provide professional advice for its decision-making, and any reasonable expenses so incurred shall be borne by the Company.

Article 17 The procedures for convening meetings, voting and passing of resolutions of a meeting of the Committee shall comply with the relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association, and these terms of reference.

Article 18 The Committee shall keep meeting minutes, which shall be signed by the members of the Committee attending the meeting, and shall be kept by the company secretary.

Article 19 Resolutions and voting results passed at a meeting of the Committee shall be reported in writing to the Board.

Article 20 All members present at a meeting are obliged to keep confidential the matters discussed at the meeting and shall not disclose relevant information without authorisation.

Article 21 The company secretary shall act as the Committee secretary. In the absence of a Committee secretary, the members present at the meeting shall elect another person to act as the secretary.

Chapter VI Supplementary Provisions

Article 22 Unless otherwise specified, the terms used herein shall have the same meaning ascribed thereto under the Articles of Association. These terms of reference are written in Chinese. If there is any inconsistency between the English and Chinese versions of these terms of reference, the Chinese version shall prevail.

Article 23 These terms of reference shall take effect from the date of issuance and listing of the Company's H shares after being approved by the Board.

Article 24 For any matters not covered by these terms of reference, the relevant laws and regulations of the PRC, the Hong Kong Listing Rules and the Articles of Association shall apply. In the event that these terms of reference contravene any future laws and regulations or the Articles of Association as amended under legal procedures, the relevant laws and regulations of the PRC, the Hong Kong Listing Rules and the Articles of Association shall prevail. In such event, these terms of reference shall be amended immediately and submitted to the Board for consideration and approval.

Article 25 These terms of reference shall be formulated, amended and interpreted by the Board.

Dekon Food and Agriculture Group
Board of Directors