

C.P. POKPHAND CO. LTD.
(the “Company”)

**Terms of Reference
of
Nomination Committee
(the “Committee”)**

(as adopted on 27 March 2012 and amended on 30 August 2013)

CONSTITUTION

- The Committee has been set up by the board of directors of the Company (the “Board”) on 27 March 2012.
- Subject to the regulations contained in the Companies Act 1981 of Bermuda, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the bye-laws of the Company (the “Bye-Laws”), the procedures of the Committee shall be regulated by the provisions set out in these terms of reference.
- These terms of reference with regard to the authority and duties of the Committee have been approved by the Board on 27 March 2012 and amended on 30 August 2013. The Board has the authority to review and amend the terms of reference from time to time.

MEMBERSHIP

- Members of the Committee shall be appointed by the Board from time to time. The majority of the members of the Committee shall be independent non-executive directors of the Company as required under the Listing Rules.
- The chairman of the Committee shall be the chairman of the Board or an independent non-executive directors appointed by the Board. If no such member is nominated, the Committee shall elect one of the members, who should be an independent non-executive director, as the chairman of the Committee.
- The company secretary or any person nominated by the Committee shall be the secretary of the Committee.
- A member who wishes to retire or resign from the Committee shall serve sufficient prior written notice to the Company. A member who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

COMMITTEE MEETINGS

- Unless otherwise stipulated herein, the meetings and proceedings of the Committee shall be governed by the provisions contained in the Bye-Laws for regulating the meetings and proceedings of the Board.
- The quorum for meeting of the Committee shall be two members.
- The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands. It is expected that a Committee meeting will normally involve the active participation, either in person or through other electronic means of communication, of a majority of members entitled to attend.

- Seven days' notice of any meeting of the Committee, or such shorter notice as may be agreed by the members, will be given by the secretary specifying the place, date, time and agenda of the meeting.
- The Committee may, from time to time, invite external advisors or consultants to attend the meetings to advise its members.
- If a member has a conflict of interest in a matter to be considered by the Committee which the Committee has determined to be material, the interested member shall not vote on that matter at the relevant meeting of the Committee.
- Minutes of the Committee meetings should be kept by the secretary of the Committee and such minutes should be open for inspection at any reasonable time on reasonable notice by any member or director of the Company.

AUTHORITY, DUTIES AND FUNCTIONS

The Committee shall:-

- Formulate nomination policy and board diversity policy for the Board's consideration and implement the Board's approved nomination policy and board diversity policy.
- Review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and organizational needs.
- Consider the skills mix needed in respect of directors with due regard for the benefits of diversity on the Board taking into account the board diversity policy and make recommendations to the Board.
- Identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individual nominated for directorships. In identifying suitable candidates, consider candidates on merit and against the selection criteria, with due regard for the benefits of diversity on the Board taking into account the board diversity policy.
- Assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report.
- Review regularly the time required from a director to perform his responsibilities.
- Review the nomination policy and board diversity policy from time to time, as appropriate, In relation to the latter, review the objectives for implementing such policy and the progress on achieving the objectives to ensure effective implementation;
- Make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive of the Company.
- Engage external advisors or consultants to advise the Committee on such issues as it considers necessary at the Company's expenses. The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting terms of reference for advisors or consultants to the Committee.

- The chairman of the Committee or another member shall attend the annual general meetings of the Company and be prepared to answer questions concerning the nomination of any director.
- Do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.
- 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 legislation.
- Make recommendations on any other issues as requested by the Board.

REPORTING PROCEDURES

- The Committee should report back to the Board on their findings and recommendations or decisions made, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).