



烟台北方安德利果汁股份有限公司
Yantai North Andre Juice Co., Ltd.*
(a joint stock limited company incorporated in the People's Republic of China)
(Stock code : 02218)

Terms of Reference of Nomination Committee

(Passed on the Board of Directors' meeting dated 19 March 2014)

1. Composition of the Nomination Committee

- 1.1. The Nomination Committee is a special committee set up under the Board of Directors;
- 1.2. The Nomination Committee shall be comprised of the directors, of which the majority shall be independent non-executive directors;
- 1.3. The Nomination Committee shall have one chairman, who shall be the chairman of the Board or an independent non-executive director, to lead the work of the Nomination Committee and convene the meetings of the Nomination Committee; and a vice chairman may be appointed if necessary to convene the meetings of the Nomination Committee in the absence of the chairman;
- 1.4. The Nomination Committee shall have a term of office consistent with that of the directors.

2. The Terms of Reference of the Nomination Committee

- 2.1. To review the structure, size and diversity of the Board of Directors at least annually, and make recommendations on any proposed changes made to the Board of Directors to complement the Company's corporate strategy;
- 2.2. To report to the Board of Directors the composition of the Board members and monitor the implementation of the policy on board diversity;
- 2.3. To make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives;
- 2.4. To identify individuals suitably qualified to become the directors, the president, the vice president, the officer in charge of finance, the general counsel, the chief economic manager, the president assistant and the secretary to the Board of Directors, and give the selection opinions and appointment suggestions; the candidates for directorship will be selected taken into account a wide range of factors, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term;
- 2.5. To assess the independence of the independent non-executive directors;
- 2.6. To make recommendations to the Board of Directors on the appointment or re-appointment of the directors and succession planning for the directors, in particular the chairman and the chief executive, taking into account the Company's corporate strategy and the mix of skills,

knowledge, experience and diversity needed in the future, together with the Board of Directors, as appropriate;

- 2.7. To study the selection criteria, procedures and methods of the directors, president and other senior management personnel, and make recommendations to the Board of Directors;
- 2.8. To perform other functions and powers conferred to the Nomination Committee or the matters assigned by the Board of Directors, and to answer the questions at the annual general meeting by the chairman of the Nomination Committee, or by another member of the Nomination Committee or the authorized representative in the absence of the chairman of the Nomination Committee, upon the invitation of the chairman of the Board of Directors;
- 2.9. Other requirements in respect of the working scope of the Nomination Committee governed by the listing rules where the shares of the Company are listed as amended from time to time.

3. Meetings of the Nomination Committee

- 3.1. The Nomination Committee shall convene meetings according to the need of performing the above-mentioned duties to discuss and determine relevant items;
- 3.2. The meeting of the Nomination Committee shall be attended by not less than two-thirds of its members, and the resolutions proposed at the meeting shall be passed by at least half of the total attendances;
- 3.3. If necessary, the Nomination Committee may invite the directors, supervisors and other senior management personnel of the Company to attend the meetings;
- 3.4. The Nomination Committee shall keep meeting minutes, on which the members present at the meeting shall sign. Draft and final versions of minutes of the meeting should be delivered to all members of the Nomination Committee for their comments and records respectively, in both cases within a reasonable time after the meeting. The complete meeting minutes shall be kept by the company secretary;
- 3.5. The Nomination Committee shall report back to the Board of Directors on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so;
- 3.6. The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities;
- 3.7. The Nomination Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board of Directors by including them on the website of the Company and the website of the stock exchange where the shares of the Company are listed in accordance with relevant requirements of the listing rules of the place where the shares of the Company are listed.

4. Supplementary Provisions

- 4.1. The terms of reference are subject to the interpretation, formulation and amendment by the Board of Directors;
- 4.2. The terms of reference shall come into effect on the date of approval by the Board of Directors;

- 4.3. Any matters not covered by these provisions shall be implemented in accordance with relevant laws and regulations of the State and the Company's Articles of Association. Where there is a conflict between these Rules and future laws and regulations to be promulgated by the State or the Company's Articles of Association as amended in accordance with legitimate procedures, these provisions shall be implemented in accordance with relevant laws and regulations of the State and the Company's Articles of Association and corresponding amendments to these provisions must be submitted to the Board of the Directors for consideration and approval in a timely manner.

*# The original version of the Terms of Reference of the Nomination Committee ("**Rules**") is in Chinese, and the English version of the Rules is the translation from the Chinese original. Should there be any discrepancy between the Chinese and English version of the Rules, the Chinese version shall prevail.*