



萬洲國際
WH GROUP

WH GROUP LIMITED

萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 288)

(the “Company”)

**TERMS OF REFERENCE
OF THE FOOD SAFETY COMMITTEE
ADOPTED BY THE BOARD ON 19 DECEMBER 2014**

1. Membership

- (a) The Food Safety Committee (the “**Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”) and shall consist of not less than three (3) members.
- (b) The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board.

2. Attendance at Meetings

- (a) At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee in advance.
- (b) The quorum of a meeting of the Committee shall be two members of the Committee.
- (c) The Committee may, if necessary, invite other advisors to attend the meetings of the Committee, including but not limited to external professional advisors or consultants to advise its members.
- (d) The company secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

- (e) Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

3. Frequency and Proceedings of Meetings

- (a) Meetings of the Committee shall be held not less than twice a year. The Chairman or any two members of the Committee may request a meeting if they consider it necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.
- (b) Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least 7 days' prior notice.

4. Committee's Resolutions

A resolution in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the articles of association of the Company or any rules or regulations that may be in effect from time to time, for a Board or Committee meeting to be held.

5. Authorities and Purposes

- (a) The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

- (b) The Committee shall review and monitor the Company's policies in relation to food quality and safety and ensure such policies are sufficient compared to other companies of a similar size, business nature and scope as the Company.
- (c) The purpose of the establishment of the Committee is to enable the Company to maintain effective control over food quality and safety and foster continuous improvement in the food quality and safety of the Company.
- (d) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain legal or other independent professional advice and to secure the attendance of other persons with relevant experience and expertise in the meetings of the Committee if it considers this necessary.
- (e) The Committee is authorised by the Board, and at the reasonable expense of the Company, to tour the Company's facilities in order to, among other things, gain better understanding of the differences in operations.
- (f) The Committee shall be provided with sufficient resources to perform its duties.

6. Duties

The duties of the Committee shall be:

- (a) to report and make recommendations once a year or as and when required, to the Board in respect of the Company's policies, practices and performance in relation to food quality and safety to comply with the relevant laws and regulations;
- (b) to consider, implement and review policies on:
 - (i) health and safety
 - (ii) advertising and labelling;
 - (iii) record maintenance on complaints or recalls on products sold or shipped due to health and safety reasons;

- (iv) methods of redress in response to such complaints with reference to the Board's corporate goals and objectives;
- (c) to assess, review, monitor and make recommendations to the Board on:
 - (i) the development of employee training programs for subjects such as updated food safety and quality assurance procedures and media training;
 - (ii) the Company's products traceability capabilities;
 - (iii) the Company's food safety internal control standards covering the food safety issues related to research and development, procurement, production, storage, transportation and sales and distribution activities, relative to comparable utilities or other benchmarked companies, including on a regional and global basis to ensure delivery of safe and high quality products and eliminate recalls;
 - (iv) changes in the laws and regulations related to food safety, in order to improve the Group's adaptability to changes in the legal environment;
 - (v) the Company's capacity and capability to handle emergency situations in relation to food safety incidents, to ensure that the Company can minimize the scope and impact of damage caused and reduce the potential loss incurred;
- (d) to create a place for the Committee and quality assurance professionals of the Company to network and discuss best food quality and safety practices in the Company;
- (e) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (f) to do any such things, as the Committee deem reasonable, to 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 any applicable law.

7. Reporting Procedures

- (a) The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.
- (b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of meetings of the Committee shall be sent to all members of the Committee for their comment and records respectively, in both cases within 7 days after the meeting is held.
- (c) The Committee shall make available the Chairman (or in his absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about issues.

8. Revision of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements. Any amendment to these terms of reference shall be by way of resolution of the Board of the Company and shall be in full compliance with any regulatory requirements.