

Food Idea Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8179)

NOMINATION POLICY

1. Objective

The Nomination Committee (the “**Committee**”) shall identify candidates who are qualified/suitable to become a member of the board of director (the “**Board**”) of Food Idea Holdings Limited (the “**Company**”) and to make recommendations to the Board on the selection of candidates nominated for directorships.

2. Selection Criteria

- (a) The Committee is authorized by the Board to determine the nomination of directors, the procedure, process and criteria to be adopted for the purposes of selecting and recommending candidates for directorship, and shall make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive officer.
- (b) In assessing the suitability of a proposed candidate, the Committee may make reference to certain criteria such as the Company’s need, the integrity, experience in principal business of the Company, balance of skills, knowledge and experience on the Board, the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities and, in case of independent non-executive director, the independence requirements set out in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time), and take into account various aspects set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience, number of directorship in other listed/public companies and in case of INED, number of years he/she has already served.

- (c) Where necessary, the Committee should seek independent professional advice to access a wider range of potential candidates.
- (d) Proposed candidate will be asked to submit the necessary personal information, together with his/her written consent to be appointed as a director and to the public disclosure of his/her personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director.
- (e) Non-executive director will receive a formal letter of appointment on his/her appointment to the Board, setting out clearly the expectations of him/her in terms of time commitment, committee service and involvement outside board meetings.

3. Nomination Procedures

The secretary of the Committee shall invite nominations of candidates from Board members if any, for consideration by the Committee. The Committee may also put forward candidates who are not nominated by Board members. Any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and be subject to re-election at such meeting, and any director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

The Board may revoke or terminate any of the appointment of a managing director, joint managing director or deputy managing director in accordance with Article 87 of the articles of association of the Company.

A shareholder of the Company can serve a notice to the Company within the lodgment period of its intention to propose a resolution to elect a certain person as a director. Details of the procedure has been

set out in the “Procedure for Shareholders to Propose a Person for Election as a Director of the Company” posted on the website of the Company.

4. Review and Monitor of this Policy

- (a) The Committee shall review the structure, size, composition (including skills, knowledge and experience) of the Board on a regular basis at least annually and diversity of the Board to ensure that it has a balance of expertise, skills and experience and diversity of perspective appropriate to the requirements for the business of the Company.
- (b) The Committee shall keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to complete effectively in the marketplace.
- (c) The Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

5. Disclosure of this Policy

A summary of the work during the year, including this policy for the nomination of directors will be disclosed in the annual Corporate Governance Report.

Dated: 20 December 2018