
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

GENERAL

The following table lists certain information in respect of our Directors and senior management:

| <u>Name</u> | <u>Age</u> | <u>Position(s)/roles</u> | <u>Date of appointment⁽¹⁾</u> | <u>Year of joining our Group</u> |
|---|------------|--|--|----------------------------------|
| Directors | | | | |
| Fred HU (Fred Zulu HU, 胡祖六) | 57 | Chairman of the Board, Independent Director | November 2, 2016 | 2016 |
| Joey WAT (Chui Yung Joey WAT, 屈翠容) | 49 | Director | July 18, 2017 | 2014 ⁽²⁾ |
| Peter A. BASSI | 71 | Independent Director | October 31, 2016 | 2016 |
| Christian L. CAMPBELL | 69 | Independent Director | October 31, 2016 | 2016 |
| Ed Yiu-Cheong CHAN (陳耀昌) | 57 | Independent Director | October 31, 2016 | 2016 |
| Edouard ETTEGUI (Elias, Edouard ETTEGUI, 倪德祈) | 68 | Independent Director | October 31, 2016 | 2016 |
| Cyril HAN (Xinyi HAN, 韓歆毅) | 43 | Independent Director | May 9, 2019 | 2016 ⁽³⁾ |
| Louis T. HSIEH (謝東瑩) | 55 | Independent Director | October 31, 2016 | 2016 |
| Ruby LU (Rong LU, 盧蓉) | 49 | Independent Director | October 31, 2016 | 2016 |
| Zili SHAO (Zili Stephen SHAO, 邵子力) | 61 | Independent Director | October 31, 2016 | 2016 |
| William WANG (Yang WANG, 汪洋) | 45 | Independent Director | July 18, 2017 | 2016 ⁽⁴⁾ |
| Senior Management | | | | |
| Joey WAT (Chui Yung Joey WAT, 屈翠容) | 49 | Chief Executive Officer | March 2018 | 2014 ⁽²⁾ |
| Andy YEUNG (Ka Wai Andy YEUNG, 楊家威) | 47 | Chief Financial Officer | October 2019 | 2019 |
| Joseph CHAN (Wing Kin Joseph CHAN, 陳永堅) | 51 | Chief Legal Officer | June 2019 | 2019 |
| Johnson HUANG (Ching-Shuan HUANG, 黃進桂) | 58 | General Manager, KFC | February 2017 | 2006 |
| Jeff KUAI (Jun KUAI, 蒯俊) | 40 | General Manager, Pizza Hut | November 2017 | 2003 |

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- (1) Except for Ms. Joey Wat, Mr. Cyril Han and Mr. William Wang, the year of joining our Group for the other Directors refers to the year of their appointment as a Director.
- (2) Ms. Joey Wat joined Yum! Restaurants China in September 2014 as President of KFC China. She has served as our Director since July 2017 and as our Chief Executive Officer since March 2018.
- (3) Mr. Cyril Han served as a non-voting Board observer on the Board from November 2016 to May 2019.
- (4) Mr. William Wang served as a non-voting Board observer on the Board from November 2016 to July 2017.

BOARD OF DIRECTORS

Our Board of Directors currently consists of 11 Directors including 10 independent Directors. The Board is responsible for exercising other powers, functions and duties in accordance with the Constitutional Documents, and all applicable laws and regulations, including the Hong Kong Listing Rules. See “— Board Practices” for functions and duties of the Board.

Dr. Fred HU (胡祖六) has served as our independent Director and Chairman of the Board since November 2016. He has also served as the chairman and founder of Primavera, a China-based global investment firm, since its inception in 2011. Prior to Primavera, Dr. Hu served in various roles at Goldman Sachs from 1997 to 2010, including as partner and chairman of Greater China at Goldman Sachs Group, Inc. From 1991 to 1996, he served as an economist at the International Monetary Fund (IMF) in Washington D.C. Dr. Hu currently is a member of the board of directors of Hong Kong Exchanges and Clearing Limited, a company listed on the Hong Kong Stock Exchange (stock code: 0388), Industrial and Commercial Bank of China Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1398) and the Shanghai Stock Exchange (SHA: 601398), and UBS Group AG, a company listed on both the SIX Swiss Stock Exchange (SIX: UBSG) and the New York Stock Exchange (NYSE: UBS). From May 2011 to May 2018, Dr. Hu served as an independent non-executive director of Hang Seng Bank Limited, a company listed on the Hong Kong Stock Exchange (stock code: 0011). Dr. Hu also serves as a co-director of the National Center for Economic Research and a professor at Tsinghua University. Dr. Hu obtained his doctoral degree in economics from Harvard University. Dr. Hu brings to our Board extensive expertise in international affairs and the Chinese economy. In addition, Dr. Hu brings valuable business, strategic development and corporate leadership experience as well as expertise in economics, finance and global capital markets.

Ms. Joey WAT (屈翠容) has served as our Director since July 2017 and as the Chief Executive Officer of our Company since March 2018. She served as our President and Chief Operating Officer from February 2017 to February 2018 and the Chief Executive Officer, KFC from October 2016 to February 2017, a position she held at Yum! Restaurants China, from August 2015 to October 2016. Ms. Wat joined Yum! Restaurants China in September 2014 as President of KFC China and was promoted to Chief Executive Officer for KFC China in August 2015. Before joining YUM, Ms. Wat served in both management and strategy positions at A.S. Watson Group (“**Watson**”), an international health, beauty and lifestyle retailer, in the U.K. from 2004 to 2014. Her last position at Watson was managing director of Watson Health & Beauty U.K., which operates Superdrug and Savers, two retail chains specializing in the sale of pharmacy and health and beauty products, from 2012 to 2014. She made the transition from head of strategy of Watson in Europe to managing director of Savers in 2007. Before joining Watson, Ms. Wat spent seven years in management consulting including with McKinsey & Company’s Hong Kong office from 2000 to 2003. Ms. Wat obtained a master of management degree from Kellogg School of Management at Northwestern University in 2000. Ms. Wat brings to our Board extensive knowledge of the

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Company's business and her industry acumen acquired in the course of a career that included several leadership roles in retail companies.

Mr. Peter A. BASSI has served as our independent Director since October 2016. He served as Chairman of Yum! Restaurants International from 2003 to 2005 and as its President from 1997 to 2003. Prior to that position, Mr. Bassi spent 25 years in a wide range of financial and general management positions at PepsiCo, Inc., Pepsi-Cola International, Pizza Hut (U.S. and International), Frito-Lay and Taco Bell. Mr. Bassi currently serves as lead independent director and chairman of the governance and nominating committee of BJ's Restaurant, Inc. (NASDAQ: BJRI), where he also serves on the audit committee and compensation committee. He has been a member of the board of BJ's Restaurant, Inc. since 2004. From January 2009 to May 2019, Mr. Bassi held various positions in the board of Potbelly Corporation (NASDAQ: PBPB). From June 2015 to December 2018, Mr. Bassi served on the value optimization board for Mekong Capital Partners, a private equity firm based in Vietnam. He also served on the board of supervisors of AmRest Holdings SE (WSE: EAT) from 2013 to 2015, and served on the board of the Pep Boys-Manny, Moe & Jack from 2002 to 2009. Mr. Bassi received his master's degree of business administration (MBA) from the University of Rhode Island in 1972. He brings to our Board knowledge of the restaurant industry and global franchising, as well as financial expertise and extensive public company board and corporate governance experience.

Mr. Christian L. CAMPBELL has served as our Director since October 2016 and became an independent Director in March 2019. He owns Christian L. Campbell Consulting LLC, which specializes in global corporate governance and compliance, and has served as its owner since February 2016. Mr. Campbell previously served as Senior Vice President, General Counsel and Secretary of YUM from its formation in 1997 until his retirement in February 2016. In 2001, Mr. Campbell's role was expanded to include Chief Franchise Policy Officer. In these positions, Mr. Campbell oversaw all legal matters at YUM and was responsible for the oversight of YUM purchasing as a director of YUM's purchasing cooperative with its franchisees. Prior to joining YUM, Mr. Campbell was a senior vice president and general counsel at Owens Corning, an NYSE-listed leading global producer of fiberglass insulation and composite building materials (NYSE: OC). Prior to Owens Corning, he was vice president and general counsel for Nalco Chemical Company, formerly an NYSE-listed company. In addition, Mr. Campbell was a founding director of Restaurant Supply Chain Solutions, LLC. ("RSCS"), a purchasing cooperative for YUM's U.S. franchising partners, and he served on RSCS's board of directors from its formation in 2000 until 2015. Mr. Campbell obtained his juris doctor degree from Harvard University in 1975. Mr. Campbell brings to our Board expertise in corporate governance and corporate compliance of publicly traded companies. In addition, Mr. Campbell brings to our Board extensive knowledge of the QSR industry, global franchising and corporate leadership.

Mr. Ed Yiu-Cheong CHAN (陳耀昌) has served as our independent Director since October 2016. Mr. Chan currently serves as a partner of Gaorong Capital where he previously served as a venture partner for its China portfolio from May 2018 to June 2019. He is also a non-executive director of Treasury Wine Estates Limited, a company listed on the Australian Securities Exchange (ASX: TWE), and an independent non-executive director of Link Real Estate Investment Trust, which is listed on the Hong Kong Stock Exchange (stock code: 0823). He served as the operating partner for SoftBank Investment Advisers, a global advisory firm, from June 2019 to June 2020. He also served as the advisor to Food Union China, a European based dairy company, from April 2018 to June 2019. From 2012 to February 2018, Mr. Chan served as vice chairman of Charoen Pokphand Group Company Limited and as executive director and vice chairman of C.P. Lotus Corporation. He served as the president and chief executive officer of Walmart China from November 2006 to October

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2011. Prior to that, he was the regional director of North Asia of the Dairy Farm Group and a director of Dairy Farm Management Services Limited from November 2001 to November 2006. Mr. Chan obtained a master's degree in management from the Sloan School of Management, Massachusetts Institute of Technology in 1989. He brings to our Board knowledge of the food and beverage industry in Asia and extensive public company board and corporate governance experience.

Mr. Edouard ETTEDGUI (倪德祈) has served as our independent Director since October 2016. He has served as the non-executive chairman of Alliance Française, Hong Kong since 2016. He also served as a non-executive director of Mandarin Oriental International Limited from April 2016 to May 2020, the company for which he was the group chief executive from 1998 to 2016. Prior to his time at Mandarin Oriental International, Mr. Etedgui was the chief financial officer for Dairy Farm International Holdings, and he served in various roles for British American Tobacco (“BAT”), including as the business development director, group finance controller and group head of finance. From 1990 to 1996, he spent around six years with BAT Industries PLC in London, initially as the head of finance and later as the group finance controller and director for new business development. Mr. Etedgui graduated from ESSEC Business School (France) in 1975. He brings to our Board senior management experience in various international consumer-product industries, extensive financial expertise and public company board experience.

Mr. Cyril HAN (韓歆毅) has served as our independent Director since May 2019. He has served as the chief financial officer of Ant Group Co., Ltd., an innovative technology provider, since April 2020. Mr. Han joined Ant Group Co., Ltd. in May 2014 and previously served as senior director and vice president. He joined Alibaba Group, a Chinese multinational conglomerate, as senior director of corporate finance department in 2011. Before joining Alibaba Group, Mr. Han worked at the investment banking division of China International Capital Corporation from July 2001 to September 2011. He has served as a non-executive director of Hundsun Technologies Inc., a company listed on the Shanghai Stock Exchange (SHA: 600570), since February 2016, and has served as a non-executive director of Zhong An Online P & C Insurance Co., Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 6060), since November 2016. Mr. Han obtained his master's degrees in Economics from Tsinghua University in June 2001. He brings to our Board deep knowledge and insights in the fields of finance and technology.

Mr. Louis T. HSIEH (謝東螢) has served as our independent Director since October 2016. From May 2017 to October 2019, he served as the chief financial officer of NIO Inc., an electric and autonomous vehicle developer that is listed on the New York Stock Exchange (NYSE: NIO). In previous years, Mr. Hsieh has held various positions at New Oriental Education & Technology Group, a private educational service provider that is listed on the New York Stock Exchange (NYSE: EDU), including positions as a director since 2007, the president from 2009 to 2016 and the chief financial officer from 2005 to 2015. In addition, Mr. Hsieh serves as an independent director, member of the nominating and corporate governance committee and chairman of the audit committee for JD.com, Inc., an e-commerce company that is listed on the Nasdaq Stock Market (NASDAQ: JD) and the Hong Kong Stock Exchange (stock code: 9618). Previously, Mr. Hsieh served as an independent director and chairman of the audit committee for Nord Anglia Education, Inc. (NYSE: NORD). He also served as an independent director and the chairman of audit committee for both Perfect World Co., Ltd. and China Digital TV Holding Co., Ltd. Mr. Hsieh obtained a juris doctor degree from the University of California at Berkeley in 1990. He brings to our Board corporate leadership and public company board experience as well as his extensive financial and international business experience.

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Ms. Ruby LU (盧蓉) has served as our independent Director since October 2016. She is a venture capitalist investing in technology start-ups in the U.S. and China. Ms. Lu founded Atypical Ventures, an early-stage technology venture investment firm, in 2019. In 2006, she co-founded DCM China, a venture capital firm. During her more than 12-year tenure at DCM, she invested in, and served as a board member for, many leading technology companies. Prior to joining DCM in 2003, Ms. Lu was a vice president in the investment banking group of technology, media and telecommunications at Goldman Sachs & Co. in Menlo Park, California. She served as chairman of the special committee and a member of the audit committee of iKang Healthcare Group, Inc. before it was taken private. She is currently an independent director on the board of Uxin Limited (NASDAQ: UXIN), where she also serves as the chairman of the compensation committee and a member of the audit committee and nominating and corporate governance committee. Ms. Lu obtained her Master of Arts from Johns Hopkins University in 1996. She brings to our Board public company board experience as well as extensive financial and global market experience.

Mr. Zili SHAO (邵子力) has served as our independent Director since October 2016. He has also served as the non-executive chairman of Fangda Partners, a leading law firm, since June 2017. Mr. Shao also serves as an independent non-executive director of Bank of Montreal (China) Co., Ltd. Mr. Shao is the founder and chairman of MountVue Capital Management Co. Ltd (上海金浦瓴岳投資管理有限公司). From September 2015 to January 2018, he served as a non-executive director of Elife Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 0223). From April 2015 to May 2017, he served as co-chairman and partner at King & Wood Mallesons China, a law firm. From 2010 to 2015, Mr. Shao held various positions at JP Morgan Chase & Co. (“**JP Morgan**”), a financial services company, including roles such as chairman and chief executive officer of JP Morgan China, vice chairman of JP Morgan Asia Pacific. Prior to JP Morgan, he was a former partner at Linklaters LLP, a leading international law firm, for 12 years. He acted as managing partner of Linklaters of Greater China and subsequently was appointed managing partner of the Asia Pacific. Mr. Shao obtained his master’s degree in law from University of Melbourne in 1994. Mr. Shao brings to our Board extensive professional experience in Asia and public company board and corporate governance experience.

Mr. William WANG (汪洋) has served as our independent Director since July 2017. He is one of the founding partners of Primavera. Prior to Primavera, Mr. Wang served as a managing director of Goldman Sachs Merchant Banking/Principal Investment Area, where he led significant successful investments in China for the group. Prior to that, Mr. Wang worked in investment banking division and private equity group of China International Capital Corporation Limited. Mr. Wang currently serves as a director on the board of Geely Automobile Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 0175), and Sunlands Technology Group, a company listed on the New York Stock Exchange (NYSE: STG), in addition to directorships at Primavera’s portfolio companies. Mr. Wang obtained a master of management degree in management science and engineering from Shanghai Jiao Tong University in 2000. He brings to our Board deep knowledge and investment insights of the Chinese market.

Except as disclosed above, none of our Directors holds any other directorships in any other company listed in Hong Kong or overseas during the three years immediately preceding the date of this prospectus. See the section headed “Major Shareholders” for further information about our Directors. Save as disclosed in this prospectus, there is no material matter relating to our Directors that needs to be brought to the attention of our Shareholders and the information of our Directors disclosed in this prospectus complies with the requirements under Rule 13.51(2) of the Hong Kong Listing Rules in all material respects.

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SENIOR MANAGEMENT

Ms. Joey WAT (屈翠容) has served as our Chief Executive Officer since March 2018 and as a member of our Board of Directors since July 2017. Please see “— Board of Directors” for a detailed biography.

Mr. Andy YEUNG (楊家威) has served as our Chief Financial Officer since October 2019. Prior to joining Yum China, Mr. Yeung served as the chief financial officer of Smart Finance International Limited, a financial technology company, from April 2017 to August 2019. Between January 2014 and March 2017, he served as the chief financial officer of Cheetah Mobile Inc., a NYSE-listed mobile internet company (NYSE: CMCM) where he led its successful IPO and built its finance, internal control and investor relations functions. From 2009 to 2013, Mr. Yeung worked at Oppenheimer & Co. Inc. as director, executive director and then managing director, responsible for research coverage of the internet and media sectors in China. From 2004 to 2009, Mr. Yeung was an associate in equity research at Thomas Weisel Partners. He has been a Chartered Financial Analyst charterholder since 2001. Mr. Yeung received a master’s degree in business administration (MBA) from Yale University in 1999.

Mr. Joseph CHAN (陳永堅) has served as our Chief Legal Officer since June 2019. Prior to joining Yum China, Mr. Chan was a partner at Sidley Austin, a U.S. based international law firm, in Shanghai, from November 2010 to May 2019, where he managed and executed large complex multi-jurisdictional legal matters with a focus on mergers and acquisitions and corporate finance transactions across a variety of industries. In addition, Mr. Chan spent over a decade with Pillsbury Winthrop Shaw Pittman, a U.S. based international law firm, in San Francisco and Shanghai, initially as an associate and then a partner. He established the Shanghai office of Pillsbury Winthrop Shaw Pittman in 2006 and served various leadership positions, including serving as its inaugural managing partner. Mr. Chan is admitted to the bar in California and Pennsylvania in the U.S. and British Columbia in Canada. For many consecutive years he was ranked and recommended by Chambers Asia, IFLR and Legal 500 as a leading lawyer in Asia. He obtained his juris doctor degree from George Washington University in 1994.

Mr. Johnson HUANG (黃進栓) has served as General Manager, KFC since February 2017. He served as our Chief Information and Marketing Support Officer from October 2016 to February 2017, a position he held at Yum! Restaurants China from September 2014 to October 2016. Mr. Huang joined YUM in 2006 to lead the information technology department in China. He served as vice president of information technology from September 2008 to January 2013 and Chief Information Officer from January 2013 to September 2014. Mr. Huang has been the key architect of Yum! Restaurants China’s digital strategy and information technology roadmap in China. Prior to joining YUM, Mr. Huang held various information technology and business leadership positions with Capgemini Asia Pacific Pte, Ltd. in Taiwan and the greater China region. He obtained a master’s degree in business administration from the University of Tennessee.

Mr. Jeff KUAI (蒯俊) has served as the General Manager, Pizza Hut since November 2017. Mr. Kuai previously served as the General Manager, Pizza Hut Home Service from March 2017 to October 2017 and as the Brand General Manager, Pizza Hut Home Service from October 2016 to March 2017, a position he held at Yum! Restaurants China from January 2015 to October 2016. From March 2012 to August 2013, Mr. Kuai was Director of Delivery Support Center for Yum! Restaurants China, where he was instrumental in building its online ordering and e-commerce capabilities. Prior to that, Mr. Kuai spent nine years in the information technology department of Yum! Restaurants China, enhancing its information

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technology infrastructure and productivity. He obtained a master's degree in information technology from Shanghai Jiao Tong University in 2007 and a master's degree in business administration (MBA) from Booth School of Business at the University of Chicago in 2014.

COMPENSATION

Compensation of Directors and Executive Officers

In compliance with our annual reporting requirements under the regulatory framework of the SEC applicable to NYSE-listed companies, we determine our NEOs annually, which generally include our Chief Executive Officer, Chief Financial Officer, three next most highly compensated executive officers and each executive officer who was not actively serving as of the last day of the most recently completed fiscal year but who did serve as the Company's Chief Executive Officer or Chief Financial Officer at any time during such year or receive compensation during such year greater than the compensation received by the least highly compensated actively serving NEO other than the Chief Executive Officer or Chief Financial Officer. For the three years ended December 31, 2019, 2018 and 2017, we paid and accrued aggregate compensation (including, where applicable, fees, salaries, bonus, stock awards, options and SAR awards, non-equity incentive plan compensation and all other compensation) of up to US\$32.2 million, US\$24.5 million and US\$29.8 million, respectively, to our Directors and NEOs as a group. For details, please refer to the following tables and footnotes summarizing the compensation awarded to, earned by or paid to our Directors and NEOs for the three years ended December 31, 2019, 2018 and 2017.

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Director Compensation

Our employee Director, Ms. Joey Wat, does not receive additional compensation for serving on the Board. The table and footnotes below summarize compensation paid to each non-employee Director for the three years ended December 31, 2019, 2018 and 2017:

| Name | Year | Fees Earned or Paid | | Total |
|--------------------------------|-------------|------------------------------|-----------------------------------|---------------|
| | | in Cash⁽¹⁾ | Stock Awards⁽²⁾ | |
| | | (US\$) | (US\$) | (US\$) |
| Fred HU | 2019 | 225,000 | 290,000 | 515,000 |
| | 2018 | 131,275 | 192,058 | 323,333 |
| | 2017 | 225,008 | 234,992 | 460,000 |
| Peter A. BASSI | 2019 | 137,500 | 137,500 | 275,000 |
| | 2018 | 90,650 | 90,600 | 181,250 |
| | 2017 | 112,510 | 112,490 | 225,000 |
| Christian L. CAMPBELL | 2019 | – | 305,000 | 305,000 |
| | 2018 | 11 | 181,239 | 181,250 |
| | 2017 | 20 | 224,980 | 225,000 |
| Ed Yiu-Cheong CHAN | 2019 | 80,208 | 137,500 | 217,708 |
| | 2018 | 11 | 181,239 | 181,250 |
| | 2017 | 20 | 224,980 | 225,000 |
| Edouard ETTEDGUI | 2019 | – | 275,000 | 275,000 |
| | 2018 | 31 | 194,969 | 195,000 |
| | 2017 | 22 | 239,978 | 240,000 |
| Cyril HAN ⁽³⁾ | 2019 | – | 275,000 | 275,000 |
| Louis T. HSIEH | 2019 | 80,208 | 137,500 | 217,708 |
| | 2018 | 1 | 202,916 | 202,917 |
| | 2017 | 36 | 244,964 | 245,000 |
| Ruby LU | 2019 | – | 295,000 | 295,000 |
| | 2018 | 11 | 181,239 | 181,250 |
| | 2017 | 20 | 224,980 | 225,000 |
| Zili SHAO | 2019 | – | 290,000 | 290,000 |
| | 2018 | 39 | 200,378 | 200,417 |
| | 2017 | 20 | 224,980 | 225,000 |
| William WANG | 2019 | – | 275,000 | 275,000 |
| | 2018 | 11 | 181,239 | 181,250 |
| | 2017 | 33 | 299,967 | 300,000 |

– Refers to nil.

- (1) Represents the portion of the annual retainer that the Director elected to receive in cash rather than equity, cash fees received in lieu of fractional shares and the annual cash retainer paid to Chairman of the Board.
- (2) Represents the grant date fair value for annual stock retainer awards granted in the particular fiscal year. Each Director received Shares of our common stock determined by dividing the applicable annual retainer by the closing market price of a Share of our common stock on the NYSE on the date of grant, with any fractional shares paid in cash rather than equity.
- (3) Mr. Cyril Han commenced service as our independent Director in May 2019.

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Executive Compensation

The following table and footnotes summarize the total compensation awarded to, earned by or paid to our NEOs for the three years ended December 31, 2019, 2018 and 2017 to the extent required by SEC executive compensation disclosure rules:

| Name | Year | Salary (US\$) | Bonus ⁽¹⁾ (US\$) | Stock Awards ⁽²⁾ (US\$) | Option/SAR Awards ⁽³⁾ (US\$) | Non-Equity Incentive Plan Compensation ⁽⁴⁾ (US\$) | Change in Pension Value and Nonqualified Deferred Compensation Earnings ⁽⁵⁾ (US\$) | All Other Compensation ⁽⁶⁾ (US\$) | Total (US\$) | Adjusted Total Compensation Without Legacy Tax |
|--------------------------------|-------------------------------|------------------|--------------------------------|--|---|---|--|--|-----------------|---|
| | | | | | | | | | | Reimbursements ⁽⁷⁾ (US\$) |
| Joey WAT | 2019 | 1,180,667 | – | 2,500,031 | 2,500,012 | 4,355,208 | – | 1,634,083 | 12,170,001 | 10,900,805 |
| | 2018 | 1,041,667 | – | 2,500,032 | 2,516,929 | 1,635,469 | – | 2,792,279 | 10,486,376 | 8,035,756 |
| | 2017 | 739,858 | 200,000 | 2,000,021 | 1,139,167 | 1,904,782 | – | 1,583,655 | 7,567,483 | 6,288,915 |
| Andy | | | | | | | | | | |
| YEUNG | 2019 | 189,895 | – | 1,000,030 | – | 322,407 | – | 29,638 | 1,541,970 | 1,541,970 |
| Johnson | 2019 | 695,833 | – | 440,013 | 440,007 | 1,682,635 | – | 386,480 | 3,644,968 | 3,466,790 |
| HUANG | 2018 | 644,583 | – | 440,007 | 440,011 | 866,775 | – | 453,540 | 2,844,916 | 2,602,846 |
| | 2017 | 443,158 | 165,000 | 805,898 | 379,722 | 975,762 | – | 280,672 | 3,050,212 | 2,958,208 |
| Aiken | | | | | | | | | | |
| YUEN | 2019 | 512,527 | 99,552 | 228,005 | 228,010 | 882,224 | – | 193,251 | 2,143,569 | 2,107,840 |
| Jacky LO ⁽⁸⁾ . . . | 2019 | 526,701 | 333,499 | 440,013 | 440,007 | 742,068 | – | 261,216 | 2,743,504 | 2,648,582 |
| | 2018 | 641,093 | – | 440,007 | 440,011 | 501,482 | – | 352,315 | 2,374,908 | 2,173,418 |
| | 2017 | 407,917 | – | – | 208,848 | 657,261 | – | 291,305 | 1,565,331 | 1,422,027 |
| Shella NG ⁽⁹⁾ . . . | 2019 | 231,701 | 344,604 | 300,035 | 300,001 | 83,438 | – | 2,393,064 | 3,652,843 | 1,388,474 |
| | 2018 | 416,184 | – | 300,040 | 300,002 | 336,226 | – | 1,108,542 | 2,460,994 | 1,524,780 |
| | 2017 | 396,058 | 179,663 | 1,007,342 | 379,722 | 533,331 | – | 1,240,914 | 3,757,030 | 2,686,348 |
| Danny | 2019 | 624,689 | – | 380,023 | 380,013 | 1,313,575 | – | 666,369 | 3,364,669 | 2,956,605 |
| | TAN ⁽¹⁰⁾ | 2018 | 592,990 | – | 380,015 | 380,005 | 554,218 | – | 1,338,085 | 3,245,313 |
| Micky | 2018 | 1,018,077 | – | – | – | – | 41,145 | 223,603 | 1,282,825 | 1,282,825 |
| | PANT ⁽¹¹⁾ . . . | 2017 | 1,100,000 | – | – | 4,000,008 | 3,689,400 | 62,098 | 719,511 | 9,571,017 |
| Ted | | | | | | | | | | |
| STEDEM ⁽¹²⁾ | 2017 | 246,635 | – | – | 1,139,167 | 286,571 | 690 | 213,354 | 1,886,417 | 1,886,417 |

– Refers to nil.

- (1) The amounts reported in this column for 2019 fiscal year represent a one-time discretionary payment to Mr. Jacky Lo, cash retention awards paid to Mr. Aiken Yuen and Ms. Shella Ng, and the guaranteed portion of Ms. Shella Ng's annual incentive award. The amounts reported in this column for 2017 fiscal year for Ms. Joey Wat, Ms. Shella Ng and Mr. Johnson Huang represent founder's cash retention awards approved by YUM in January 2016, in connection with the spin-off, the payment of which was subject to the executive's continued employment through January 31, 2017.
- (2) The amounts reported in this column for the particular fiscal year represent the grant date fair value of the RSU/PSU awards granted to relevant NEOs, calculated in accordance with Accounting Standards Codification Topic 718 ("ASC 718"), Compensation-Stock Compensation.
- (3) The amounts reported in this column represent the grant date fair value of the annual SAR awards granted to each of the NEOs identified in the particular fiscal year except for Mr. Andy Yeung (for the 2019 fiscal year), calculated in accordance with ASC 718.
- (4) Amounts in this column reflect the annual incentive awards earned for the applicable fiscal year performance periods under our annual bonus program. For Ms. Shella Ng, the amount reported in 2019 represents the portion of the amount annual incentive award in excess of the guaranteed annual bonus of US\$89,342, which is reflected in the "Bonus" column of this table.

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- (5) Pursuant to SEC disclosure rules, the amounts reported for Mr. Micky Pant and Mr. Ted Stedem represent above-market earnings credited under the Yum China Holdings, Inc. Leadership Retirement Plan that exceed 120% of the applicable federal long-term rate.
- (6) Certain compensation included in the “All Other Compensation” column was denominated in RMB or Hong Kong Dollars. In particular, Mr. Jacky Lo, Mr. Danny Tan, Mr. Aiken Yuen and Ms. Shella Ng’s salaries and 2019 bonus awards were denominated in Hong Kong Dollars. Mr. Jacky Lo, Mr. Danny Tan and Ms. Shella Ng’s salaries and 2018 bonus awards were denominated in Hong Kong Dollars. Mr. Jacky Lo and Ms. Shella Ng’s salaries and 2017 bonus awards were denominated in Hong Kong Dollars.
- (7) The amounts in this column are calculated by subtracting the legacy tax reimbursements. Prior to our spin-off from YUM, certain of our NEOs were offered tax equalization benefits as an element of their compensation. These tax equalization benefits represent a legacy compensation arrangement entered into while we were a subsidiary of our former parent. After the spin-off, the Compensation Committee began to phase out tax equalization benefits with respect to the continuing NEOs (other than certain grandfathered benefits pursuant to the legacy arrangements from YUM). This column is provided as we believe it better reflects the compensation decisions made by the Compensation Committee because the compensation received pursuant to the grandfathered tax reimbursements represent legacy contractual agreements entered into prior to the spin-off. The amounts reported in this column differ from, and are not a substitute for, the amounts reported in the “Total” column of this table.
- (8) Mr. Jacky Lo was identified as our NEO for the fiscal years of 2017, 2018 and 2019. He served as our Chief Financial Officer and Treasurer from September 2017 to October 2019.
- (9) Ms. Shella Ng was identified as our NEO for the fiscal years of 2017, 2018 and 2019. She served as our Chief Legal Officer and Corporate Secretary from October 2016 to April 2019.
- (10) Mr. Danny Tan was identified as our NEO for the fiscal years of 2018 and 2019. He has served as our Chief Supply Chain Officer since October 2016.
- (11) Mr. Micky Pant was identified as our NEO for the fiscal years of 2017 and 2018. He served as the Senior Advisor to the Company from March 2018 to February 2020, our Chief Executive Officer from October 2016 to February 2018 and the Chief Executive Officer of Yum! Restaurants China from August 2015 to October 2016.
- (12) Mr. Ted Stedem, our former Chief Financial Officer from October 2016 to June 2017, was identified as a NEO for the 2017 fiscal year.

The Nominating and Governance Committee of the Board considers advice from the compensation consultant, reviews and makes recommendations to the Board with respect to the compensation and benefits provided to Directors on an annual basis. We primarily use stock-based compensation to attract and retain qualified candidates to serve on the Board. We provide an annual retainer to our non-employee Directors, payable in our common stock, or, if requested by a Director, up to one-half in cash, and an additional annual cash retainer to our Chairman of the Board. The Chairpersons of our Board committees receive additional stock retainer. Our employee Director does not receive additional compensation for serving on the Board.

The Compensation Committee of the Board continuously evaluates our executive compensation programs with respect to the compensation and benefits of our executives based on the market and other considerations. Our executive compensation program consists of three primary pay components; (i) base salary; (ii) annual performance-based cash bonuses or short-term incentives; and (iii) long-term equity awards. Subject to the approval of our Compensation Committee, we may provide our executive officers with annual performance-based cash bonuses, which are calculated based on team performance measures, targets and weights established by the Compensation Committee at the beginning of each fiscal year and may also grant RSUs, SARs and/or PSUs to our executive officers annually under our long term incentive program. We provide our executive officers with certain employment benefits,

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including post-employment benefits, change in control compensation, retirement benefits under our retirement scheme and certain perquisites provided to certain executive officers relating to overseas assignments.

For information regarding equity-based grants to Directors and executive officers, see “— Incentive Plans.”

Employment Agreements

We have entered into employment agreements with each of our executive officers. We may terminate their employment at any time by providing a prior notice of the termination. We may also terminate their employment in circumstances prescribed under and in accordance with the requirements of applicable labor law, including notice and payment in lieu. Executive officers may terminate their employment with us by providing a prior written notice. Subject to the non-solicitation and non-competition restrictive covenants as set out in our employment agreements with our executive officers, our letter agreements entered into with our executive officers provide severance pay for our executives.

Incentive Plans

Annual Performance-Based Incentive Program

Our annual performance-based incentive program is a cash-based plan which aims to motivate and reward short-term team and individual performance. We motivate the short-term performance of our executive officers through annual performance-based cash bonuses.

The following is the formula for calculating the annual performance-based bonuses:

$$\begin{array}{rcccccc} \text{Base Salary} & \times & \text{Target Bonus} & \times & \text{Team} & \times & \text{Individual} & = & \text{Final} \\ & & \text{Percentage} & & \text{Performance} & & \text{Performance} & & \text{Individual} \\ & & \text{(as a \% of} & & \text{Factor} & & \text{Factor} & & \text{Performance} \\ & & \text{Base Salary)} & & \text{(0\%-200\%)} & & \text{(0\%-150\%)} & & \text{Bonus Payout} \end{array}$$

The Compensation Committee establishes team performance measures, targets and weights for the annual bonus program at the beginning of each fiscal year after receiving input recommendations from management and the Compensation Committee’s compensation consultant. The team performance objectives and targets are developed through the Company’s annual financial planning process, growth strategies, historical performance and expected future operating environment. A leverage formula for each team performance measure magnifies the potential impact that performance above or below the performance target will have on the calculation of the annual bonus. There is a threshold level of performance for all measures that must be met in order for any bonus to be paid. All measures have a cap on the level of performance above which no additional bonus will be paid regardless of performance above the cap.

2016 Plan

Our 2016 Plan is a long-term incentive plan effective on October 31, 2016, which authorizes the award of stock options, incentive options, SARs, restricted stock, stock units, RSUs, performance shares, PSUs and cash incentive awards to our employees and non-employee Directors. Its purposes are (i) to attract and retain persons eligible to participate in the 2016 Plan; (ii) to motivate participants, by means of appropriate incentives, to achieve long-range goals; (iii) to provide incentive compensation opportunities that are competitive with those of other similar companies; (iv) to align the interests of participants with those of our Shareholders; and (v) to issue awards pursuant to and in accordance with the employee matters agreement.

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The 2016 Plan is administered by the Compensation Committee. For purposes of the 2016 Plan and subject to the terms and conditions of the 2016 Plan, our Compensation Committee has the authority and discretion (i) to select from among the eligible individuals those persons who shall receive awards under the 2016 Plan, (ii) to determine the time or times of receipt, (iii) to determine the types of awards and the number of shares covered by the awards, (iv) to establish the terms, conditions, performance criteria, restrictions, and other provisions of such awards, and, subject to the terms and conditions of the 2016 Plan, to cancel or suspend, reissue or repurchase awards, (v) to the extent that the Compensation Committee determines that the restrictions imposed by the 2016 Plan preclude the achievement of the material purposes of the awards in jurisdictions outside the United States, to modify those restrictions as the Compensation Committee determines to be necessary or appropriate to conform to applicable requirements or practices of jurisdictions outside of the United States, (vi) to conclusively interpret the 2016 Plan, (vii) to establish, amend, and rescind any rules and regulations relating to the 2016 Plan, (viii) to determine the terms and provisions of any award agreement made pursuant to the 2016 Plan, and (ix) to make all other determinations that may be necessary or advisable for the administration of the 2016 Plan.

We have issued only stock options, SARs, RSUs and PSUs under the 2016 Plan. While awards under the 2016 Plan can have varying vesting provisions and exercise periods, outstanding awards under the 2016 Plan vest in periods ranging from three to five years. Options and SARs expire ten years after grant. For further details on our Incentive Plans, please refer to “Appendix IV — Statutory and General Information — D. Incentive Plans.”

BOARD PRACTICES

Nomination of Directors

The Nominating and Governance Committee is responsible for recommending Director candidates to the full Board for nomination and election at the annual meetings of Shareholders. The Nominating and Governance Committee interviews a Director candidate before the candidate is submitted to the full Board for approval. Its charter provides that it may retain a third-party search firm to identify candidates from time to time. The Nominating and Governance Committee also considers Director candidates recommended by Shareholders or other sources in the same manner as nominees identified by the committee. Pursuant to our Bylaws, subject to certain terms and conditions, Shareholders owning at least 3% of the outstanding Shares of common stock for at least three consecutive years may use our annual meeting proxy statement to nominate a number of Director candidates not to exceed 20% of the number of Directors in office, subject to reduction in certain circumstances. Director nominees will be elected by the affirmative vote of a majority of the votes cast by Shareholders at our annual general meeting.

Pursuant to the shareholders agreements we entered into with each of Pollos Investment and API Investment dated September 1, 2016 (the “**2016 Investment**”), Primavera identified two Director designees, Dr. Fred Hu and Mr. William Wang (the “**Director Nomination Right**”). In addition, Mr. Cyril Han served as the non-voting Board observer nominated by Ant Financial (the “**Observer Nomination Right**”) from November 2016 to May 2019 and was appointed as a Director at the 2019 annual general meeting.

The Director Nomination Right and the Observer Nomination Right are subject to, among other things, Primavera or Ant Financial meeting certain respective shareholding requirements, i.e., owning at least 50% of the number of Shares of common stock it owned immediately following the closing of the 2016 Investment.

The rights were an integral component of the overall agreement by such parties to be “anchor investors” in our Company to facilitate the spin-off of our Company from YUM Brands in

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2016. Our Company believes that granting of such rights in 2016, as a part of the investment by the two shareholders, was in the best interests of our Company and Shareholders as a whole based on the following reasons:

- (i) at the time of the agreement by Primavera and Ant Financial to be the “anchor investors”, our Company was a wholly-owned subsidiary of YUM Brands. Our Company was preparing to be spun off from YUM Brands and become a separate, publicly traded company listed on the NYSE;
- (ii) the willingness of two large, sophisticated China-based investors to make a significant equity investment in our Company was important not only for the equity capital provided to our Company, but the investment represented a major vote of support in our Company’s business and equity valuation as it prepared to be publicly listed;
- (iii) the Director Nomination Right and the Observer Nomination Right are subject to respective minimum shareholding requirements; and
- (iv) the appointment of Dr. Hu and Mr. Wang as the Directors of our Company after it became an independent and publicly traded company has brought the Board extensive expertise in international affairs and the Chinese economy, and deep knowledge and investment insights of the Chinese market. In addition, as the Chairman of the Board, Dr. Hu also brings valuable business, strategic development and corporate leadership experience as well as expertise in economics, finance and global capital markets.

Our Company believes that the Board has exercised its fiduciary duties in nominating Directors for approval by the Shareholders based on the following reasons and save for the waivers from strict compliance with Rules 19C.07(3) and 19C.07(7) of the Hong Kong Listing Rules granted by the Hong Kong Stock Exchange, our Company is able to comply with the requirements under Rule 19C.07 of the Hong Kong Listing Rules:

- (i) the Nominating and Governance Committee, which is comprised entirely of independent Directors, is responsible for recommending Director candidates to the Board. When considering Director candidates to serve on the Board, the Nominating and Governance Committee may retain a third-party search firm to identify candidates from time to time;
- (ii) after the Nominating and Governance Committee recommends Director candidates to the Board, the Board may, after considering the background and relevant experience of the candidates, approve the relevant candidate to be nominated for election by the Shareholders at the annual meeting of Shareholders. A nominee will be elected as a Director if the number of “FOR” votes exceeds the number of “AGAINST” votes with respect to his or her election;
- (iii) our Company has put forward a resolution at its 2019 and 2020 annual meetings for the Shareholders to approve the appointment of Dr. Hu and Mr. Wang, i.e., Directors nominated by Primavera. These resolutions have passed with greater than 90% of Shares of common stock present in person or by proxy voted in favor without exception;
- (iv) Mr. Cyril Han only served as a non-voting Board observer on the Board from November 2016 to May 2019. He was first recommended by the Nominating and Governance Committee for appointment as a Director at our Company’s 2019

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annual general meeting considering his extensive knowledge and insights in the fields of finance and technology and deep understanding of our Company. Mr. Han's appointment has passed with greater than 99% of Shares of common stock present in person or by proxy voted in favor without exception in 2019 and 2020 annual meetings;

- (v) under the DGCL, all of the Directors owe our Company and its Shareholders fiduciary duties, including the duty of care, which requires that Directors be fully and adequately informed and act with care when making decisions and acting for the corporation, and the duty of loyalty, which requires that Directors act and make decisions in the best interest of the corporation and not in their personal interest. The Directors will also be subject to the same level of fiduciary duties under relevant Hong Kong laws upon the completion of the Listing on the Hong Kong Stock Exchange;
- (vi) notwithstanding the fact that Dr. Hu and Mr. Wang have been identified as Directors as nominated by Primavera or Mr. Han is serving as the chief financial officer of Ant Group Co., Ltd., the interests of Primavera and Ant Financial in respect of our Company align with those of the other Shareholders of our Company as a whole and each of Dr. Hu, Mr. Wang and Mr. Han is independent under the SEC rules, the listing requirements of the NYSE and the Hong Kong Listing Rules. Should there be a Board resolution involving Primavera or Ant Financial which may lead to a conflict of interest for Dr. Hu and Mr. Wang or Mr. Han, as the case may be, pursuant to the Constitutional Documents or applicable rules, Dr. Hu and Mr. Wang and/or Mr. Han, as the case maybe, will abstain from voting on the relevant Board resolution of our Company. In practice, during the Track Record Period, Dr. Hu and Mr. Wang and/or Mr. Han, as the case may be, were excused from Board deliberation or Board proceedings whenever there was a potential conflict of interest; and
- (vii) other Shareholders also enjoy rights to nominate alternative Director candidates for the annual meeting. Under the Bylaws, a Shareholder or Shareholders holding three percent of the outstanding shares for three years may include Director nominations in our Company's proxy materials (subject to a maximum of 20% of the Board and compliance with certain procedural requirements), which means that such Shareholders have a nearly cost-free ability to propose alternative Director candidates. Under Delaware law, a shareholder (regardless of size or length of shareholdings) has the right to propose alternative Directors to replace the entire Board if such holder is prepared to assume the costs of such proxy solicitation. Accordingly, the director nomination right granted to Primavera does not impair our Company's shareholder protection standards or the interests of the public Shareholders.

On the basis of the above, Sidley Austin, the Company's US legal advisors, advised that granting of such rights to Primavera or Ant Financial was in compliance with all applicable U.S. laws, including the requirements of Delaware law, the SEC rules and the listing requirements of the NYSE.

The Sponsor agrees with the Company's view set out above based on the following:

- (i) the representation and reasons presented by the Company;
- (ii) the advice from the Company's legal counsel, Sidley Austin;

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- (iii) this practice is not uncommon for companies listed on the stock exchanges in the United States;
- (iv) review of an excerpt of the shareholder's agreement entered into among Pollos Investment, API Investment and the Company on November 1, 2016 relating to director designation rights; and
- (v) review of the charter of the Nominating and Governance Committee relating to its working procedures and responsibilities.

Code of Conduct and Corporate Governance Principles

We have adopted a Code of Conduct, which is applicable to all of our Directors, executive officers, employees and our subsidiaries. Our Code of Conduct is publicly available on our website.

In addition, our Board has adopted Corporate Governance Principles covering a variety of matters. Our Corporate Governance Principles is intended to embody the governance principles and procedures by which the Board functions, reflecting certain guiding principles with respect to our Board's structure, procedures and committees. The guidelines is not intended to change or interpret any applicable law, rule or regulation or our Bylaws. Our Corporate Governance Principles is publicly available on our website.

Duties of Directors

Under the DGCL, all of our Directors owe us and our Shareholders fiduciary duties, including the duty of care, which requires that Directors be fully and adequately informed and act with care when making decisions and acting for the corporation, and the duty of loyalty, which requires that Directors act and make decisions in the best interest of the corporation and not in their personal interest. Under Delaware law, directors are presumed to comply with the duty of care and are liable only for breaches committed with gross negligence. Our Certificate of Incorporation includes provisions that require us to indemnify, to the fullest extent allowable under the DGCL, Directors or officers for monetary damages for actions taken as a our Director or officer or while serving at our request as a Director or officer or another position at another corporation or enterprise, as the case may be. Our Certificate of Incorporation expressly authorizes the Company to carry Directors' and officers' insurance to protect the Company and our Directors, officers, employees and agents from certain liabilities.

Board Committees

Our Board has established four standing committees in connection with the discharge of its responsibilities, namely the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Food Safety Committee. Our Audit Committee, Compensation Committee and Nominating and Governance Committee consists solely of independent Directors and are governed by a written charter.

Audit Committee

Our Audit Committee currently consists of Christian L. Campbell, Peter A. Bassi, Ed Yiu Cheong Chan, Cyril Han and Louis T. Hsieh. Mr. Campbell is the chairman of our Audit Committee. Each of Mr. Bassi, Mr. Chan, Mr. Han and Mr. Hsieh satisfies the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC. All members of our Audit Committee satisfy the requirements for an "independent director" within the meaning of Section 303A of the NYSE Listed Company Manual and meet the criteria for independence set forth in Rule 10A-3 of the U.S. Exchange Act.

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The Audit Committee oversees our accounting and financial reporting processes and the audits of our financial statements. Our Audit Committee assists the Board, among other things, in its oversight of:

- the integrity of the financial statements of the Company;
- the compliance by the Company with legal and regulatory requirements;
- the Company’s system of internal controls and procedures, including disclosure controls and procedures;
- the independent auditor’s qualifications and independence; and
- the performance of the Company’s internal audit function and independent auditors.

Compensation Committee

Our Compensation Committee currently consists of Ruby Lu, Christian L. Campbell, Edouard Ettegui and William Wang. Ms. Lu is the chairwoman of our Compensation Committee. All members of our Compensation Committee satisfy the requirements for an “independent director” within the meaning of Section 303A of the NYSE Listed Company Manual and qualify as an “outside” director within the meaning of Internal Revenue Code Section 162(m) and as a “non-employee” director within the meaning of Rule 16b-3 under the U.S. Exchange Act.

Our Compensation Committee is responsible for, among other things:

- overseeing the Company’s executive compensation plans and programs;
- reviewing and recommending changes to these plans and programs;
- monitoring the performance of the Chief Executive Officer and other senior executives in light of corporate goals set by the Compensation Committee; and
- reviewing and approving the compensation level of the Chief Executive Officer and other senior executive officers based on the Compensation Committee’s evaluation.

Nominating and Governance Committee

Our Nominating and Governance Committee currently consists of Fred Hu, Christian L. Campbell, Edouard Ettegui and Ruby Lu. Dr. Hu is the chairman of our Nominating and Governance Committee. All members of our Nominating and Governance Committee satisfy the “independence” requirements of Section 303A of the NYSE Listed Company Manual.

Our Nominating and Governance Committee is responsible for, among other things:

- identifying and proposing to the Board individuals qualified to become Board members and recommending to the Board Director nominees for each committee;
- advising the Board on matters of corporate governance;
- reviewing and reassessing from time to time the adequacy of the Company’s Corporate Governance Principles and recommending any proposed changes to the Board for approval;

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- receiving comments from all Directors and reporting annually to the Board with assessment of the Board's performance;
- reviewing annually and making recommendations to the Board with respect to the compensation and benefits of Directors;
- reviewing management succession planning and making recommendations to the Board; and
- reviewing emerging corporate governance issues and best practices.

Food Safety Committee

Our Food Safety Committee currently consists of Zili Shao, Peter A. Bassi and Edouard Ettegui. Mr. Shao is the chairman of our Food Safety Committee. Our Food Safety Committee assists the Board in its oversight of the Company's practices, procedures, strategies and initiatives relating to food safety.

Our Food Safety Committee is responsible for, among other things:

- reviewing, evaluating and advising the Board regarding the practices, procedures, strategies and initiatives to protect food safety;
- reviewing, evaluating and advising the Board regarding trends, issues and concerns which affect or could affect the Company's food safety practices, and the risks arising therefrom, in light of the Company's overall efforts related to food safety;
- reviewing, evaluating and advising any corrective action taken by management to address any food safety related risks or incident, if any; and
- advising the Board regarding any proposed action in relation thereto.