

XIAMEN YAN PALACE BIRD'S NEST INDUSTRY CO., LTD.

廈門燕之屋燕窩產業股份有限公司

(Stock Code: 1497)

REMUNERATION AND APPRAISAL COMMITTEE UNDER THE BOARD OF DIRECTORS

TERMS OF REFERENCE

Chapter I General Provisions

Article 1

Article 1: This Committee is established under the Board of Directors to handle the remuneration and appraisal of the Chairman, Directors, and Senior Management. The Committee shall be composed of three members, including at least one independent non-executive director. The Chairman of the Committee shall be an independent non-executive director. The Committee shall have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval.

Article 2

Article 2: The remuneration and appraisal of the Chairman, Directors, and Senior Management shall be determined by the Board of Directors based on the recommendations of the Committee. The Board of Directors shall also have the authority to determine the remuneration and appraisal of the Chairman, Directors, and Senior Management based on the recommendations of the Committee. The Board of Directors shall also have the authority to determine the remuneration and appraisal of the Chairman, Directors, and Senior Management based on the recommendations of the Committee.

Article 3

Article 3: The Committee shall have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval.

Chapter II Personnel Composition

Article 4

Article 4: The Committee shall be composed of three members, including at least one independent non-executive director. The Chairman of the Committee shall be an independent non-executive director. The Committee shall have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval.

Article 5

Article 5: The Committee shall have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval.

Article 6

Article 6: The Committee shall have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval. The Committee shall also have the authority to recommend the remuneration and appraisal of the Chairman, Directors, and Senior Management to the Board of Directors for approval.

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Chapter V Decision Procedure

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Chapter VI Rules of Procedure

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