

# 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

The Remuneration and Appraisal Committee (the "Committee") shall be established under the Board of Directors (the "Board") to review and recommend the remuneration and appraisal of the Directors and Senior Management, and to review and recommend the remuneration and appraisal of the Directors and Senior Management of the Company's subsidiaries. The Committee shall be composed of three members, including at least one independent non-executive Director. The members of the Committee shall be appointed or removed by the Board. The Chairman of the Committee shall be an independent non-executive Director. The Committee shall have the authority to invite any person to attend its meetings and to require that person to produce any document or information which the Committee may consider necessary for its duties. The Committee shall have the authority to engage any professional advisers whom it may consider necessary for its duties. The Committee shall have the authority to recommend the remuneration and appraisal of the Directors and Senior Management of the Company's subsidiaries. The Committee shall have the authority to recommend the remuneration and appraisal of the Directors and Senior Management of the Company's subsidiaries. The Committee shall have the authority to recommend the remuneration and appraisal of the Directors and Senior Management of the Company's subsidiaries.

###### Article 2

The Committee shall have the authority to recommend the remuneration and appraisal of the Directors and Senior Management of the Company's subsidiaries. The Committee shall have the authority to recommend the remuneration and appraisal of the Directors and Senior Management of the Company's subsidiaries. The Committee shall have the authority to recommend the remuneration and appraisal of the Directors and Senior Management of the Company's subsidiaries.

###### Article 3

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**Article 7**

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**Article 8**

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**Chapter III The Secretary**

**Article 9**

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**Article 10**

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**Chapter IV Duties and Powers**

**Article 11**

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## Chapter V Decision Procedure

### Article 17

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### Article 18

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## Chapter VI Rules of Procedure

### Article 19



## Chapter VII Supplementary Provisions

### Article 31

### Article 32

### Article 33

### Article 34