

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

廈門燕之屋燕窩產業股份有限公司

(Incorporated in the People's Republic of China)
(Stock Code: 1497)

NOMINATION COMMITTEE UNDER THE BOARD OF DIRECTORS

TERMS OF REFERENCE

Chapter I General Provisions

Article 1

The Nomination Committee (the "Committee") is established under the Board of Directors (the "Board") to review and recommend the appointment and removal of Directors and Senior Management Personnel (the "Senior Management Personnel") to the Board. The Committee shall also be responsible for reviewing and recommending the appointment and removal of Directors and Senior Management Personnel who are to be re-elected or re-appointed. The Committee shall also be responsible for reviewing and recommending the appointment and removal of Directors and Senior Management Personnel who are to be re-elected or re-appointed.

Article 2

The Committee shall be composed of three members, including at least one independent non-executive Director. The members of the Committee shall be appointed by the Board.

Chapter II Personnel Composition

Article 3

The Committee shall be responsible for reviewing and recommending the appointment and removal of Directors and Senior Management Personnel to the Board. The Committee shall also be responsible for reviewing and recommending the appointment and removal of Directors and Senior Management Personnel who are to be re-elected or re-appointed.

Article 4

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Article 5

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Article 6

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Chapter III The Secretary

Article 7

Article 8

Chapter IV Duties and Powers

Article 9

- (7) 在下列情形下，应当认定为《刑法》第二百七十一条第一款规定的“利用职务上的便利”：
- (1) 利用职务上主管、管理、经手单位财物的权力及方便条件；
 - (2) 利用职务上隶属、监督关系及方便条件；
 - (3) 利用职务上隶属、管理关系及方便条件；
 - (4) 利用职务上隶属、管理关系及方便条件；
 - (5) 利用职务上隶属、管理关系及方便条件；
 - (6) 利用职务上隶属、管理关系及方便条件；
 - (7) 利用职务上隶属、管理关系及方便条件；
 - (8) 利用职务上隶属、管理关系及方便条件；
 - (9) 利用职务上隶属、管理关系及方便条件；
 - (10) 利用职务上隶属、管理关系及方便条件；

Article 10

Article 11

Article 12

Chapter V Decision Procedure

Article 13

Article 14

- (1) 在下列情形下，应当认定为《刑法》第二百七十一条第一款规定的“利用职务上的便利”：
- (2) 在下列情形下，应当认定为《刑法》第二百七十一条第一款规定的“利用职务上的便利”：

