

# 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, Senior Management Personnel, and other key personnel of the Company. The Committee shall also be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. 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 Committee shall meet at least once a year to review and recommend the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall also be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company.

###### Article 2

The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company. The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company.

###### Article 3

The Committee shall be responsible for reviewing and recommending the remuneration and appraisal of the Directors, Senior Management Personnel, and other key personnel of the Company.

**Article 7**

Article 7 of the document discusses the powers and responsibilities of the Secretary, including the authority to issue orders and directives. It specifies that the Secretary shall have the power to call for and receive from any person any information or documents that may be necessary for the proper discharge of his or her duties. The article also outlines the Secretary's role in maintaining the confidentiality of the information received and in ensuring that it is used only for the purposes for which it was provided.

**Article 8**

Article 8 of the document discusses the powers and responsibilities of the Secretary, including the authority to issue orders and directives. It specifies that the Secretary shall have the power to call for and receive from any person any information or documents that may be necessary for the proper discharge of his or her duties. The article also outlines the Secretary's role in maintaining the confidentiality of the information received and in ensuring that it is used only for the purposes for which it was provided.

**Chapter III The Secretary**

**Article 9**

Article 9 of the document discusses the powers and responsibilities of the Secretary, including the authority to issue orders and directives. It specifies that the Secretary shall have the power to call for and receive from any person any information or documents that may be necessary for the proper discharge of his or her duties. The article also outlines the Secretary's role in maintaining the confidentiality of the information received and in ensuring that it is used only for the purposes for which it was provided.

**Article 10**

Article 10 of the document discusses the powers and responsibilities of the Secretary, including the authority to issue orders and directives. It specifies that the Secretary shall have the power to call for and receive from any person any information or documents that may be necessary for the proper discharge of his or her duties. The article also outlines the Secretary's role in maintaining the confidentiality of the information received and in ensuring that it is used only for the purposes for which it was provided.

**Chapter IV Duties and Powers**

**Article 11**

(1)

The Secretary shall have the power to call for and receive from any person any information or documents that may be necessary for the proper discharge of his or her duties. The Secretary shall also have the power to require any person to appear before him or her and to produce any information or documents that may be necessary for the proper discharge of his or her duties. The Secretary shall also have the power to require any person to answer any questions that may be necessary for the proper discharge of his or her duties.

(2)

The Secretary shall have the power to require any person to appear before him or her and to produce any information or documents that may be necessary for the proper discharge of his or her duties. The Secretary shall also have the power to require any person to answer any questions that may be necessary for the proper discharge of his or her duties.

(3)

The Secretary shall have the power to require any person to appear before him or her and to produce any information or documents that may be necessary for the proper discharge of his or her duties. The Secretary shall also have the power to require any person to answer any questions that may be necessary for the proper discharge of his or her duties. (The Secretary shall also have the power to require any person to appear before him or her and to produce any information or documents that may be necessary for the proper discharge of his or her duties. The Secretary shall also have the power to require any person to answer any questions that may be necessary for the proper discharge of his or her duties.)

(4)

The Secretary shall have the power to require any person to appear before him or her and to produce any information or documents that may be necessary for the proper discharge of his or her duties. The Secretary shall also have the power to require any person to answer any questions that may be necessary for the proper discharge of his or her duties.

(5)

The Secretary shall have the power to require any person to appear before him or her and to produce any information or documents that may be necessary for the proper discharge of his or her duties. The Secretary shall also have the power to require any person to answer any questions that may be necessary for the proper discharge of his or her duties.

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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

### Article 20

### Article 21

**Article 22**

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**Article 23**

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**Article 24**

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## Chapter VII Supplementary Provisions

### Article 31

### Article 32

### Article 33

### Article 34