

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

廈門燕之屋燕窩產業股份有限公司

(a public company incorporated in the People's Republic of China and listed on the Shanghai Stock Exchange)

(Stock Code: 1497)

AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

TERMS OF REFERENCE

Chapter I General Provisions

Article 1 These Terms of Reference are hereby adopted and amended by the Board of Directors (the "Board") of the Company (the "Company") and shall be effective from the date of adoption. The Company is a public company incorporated in the People's Republic of China (the "People's Republic of China") and listed on the Shanghai Stock Exchange (the "Shanghai Stock Exchange"). The Company is a public company incorporated in the People's Republic of China (the "People's Republic of China") and listed on the Shanghai Stock Exchange (the "Shanghai Stock Exchange").

Article 2 The Audit Committee shall be established by the Board of Directors, and its members shall be appointed by the Board of Directors.

The members of the Audit Committee shall be appointed by the Board of Directors, and its members shall be appointed by the Board of Directors. The members of the Audit Committee shall be appointed by the Board of Directors, and its members shall be appointed by the Board of Directors.

Article 3 The Company shall have the right to appoint or remove any member of the Audit Committee, and the members of the Audit Committee shall be appointed by the Board of Directors.

Chapter II Personnel Composition

Article 4 The Audit Committee shall be composed of at least three members, and its members shall be appointed by the Board of Directors.

Article 5 Members of the Audit Committee shall be appointed by the Board of Directors, and its members shall be appointed by the Board of Directors.

Article 6 The Board of Directors shall have the right to appoint or remove any member of the Audit Committee, and the members of the Audit Committee shall be appointed by the Board of Directors.

Article 7 The Adm. C. shall see to it that the C. a. a. (the C. a. a.)

- (7) The following Bad Debt Expense and Allowance accounts are opened.
Debit to a Bad Debt Expense account;

(2) $f_{\alpha} \leq e_{\alpha} \leq f_{\beta} \leq e_{\beta}$ (1) $ab_{\alpha} \leq e_{\alpha}$,

- a. Me be f e A d C e e a a e e B a d f D e c a d e a a e e f e C a y . T e A d C e e a e e e e a a d f e C a y a e a e a e a y e a ; a d
- b. T e A d C e e a a e a c c a y a e a a e e f e c e d e e d b e f e c e d c e a d a c c a d a e d e c d e a a y a e a e d b y e C a y ' a c c a d f a c a e a f f e c a c e f f c e e e a a d .

Article 15 The Adm. Ct. shall decide the capacity of the Ct. to carry out its functions and the capacity of the Ct. to carry out its functions.

- (1) $\dots f \dots a.e \ a \ d \ e \dots c \dots a.e \ g \dots e \ a \ c.e \dots c.e \ a \ d \ a.c \dots c.e \ f \dots e \ C \dots a_y$
 $a \ d \ a \ e \ e.c \dots e \ d.a \dots \dots \dots e \ B \ a \ d \ f \ D \dots e.c \dots$;
- (2) $\dots e \dots e \ a \ d \dots \dots \dots e \dots a \dots g \ a \ d \ c \dots \dots \dots g \dots f.e \dots a \ d \ e \dots e \dots f \ d \dots e.c \dots$
 $a \ d \ e \dots a \dots a \dots e \dots e \dots f \dots e \ C \dots a_y$;
- (3) $\dots e \dots e \ a \ d \dots \dots \dots e \ C \dots a_y \dots \dots c.e \ a \ d \ a.c \dots c \dots \dots a \ c.e \dots e \ g \ a$
 $a \ d \ e \ g \ a \dots y \dots e \dots e \dots$;
- (4) $\dots f \dots a.e, \ e \dots e \ a \ d \dots \dots \dots e \ c \ d.e \ f \ c \ d \ c \ a \ d \ c \dots a \ c.e \ a \ a \ (f \ a_y)$
 $a \dots c \ a \ b \ e \dots \dots e \dots y \dots e \ a \ d \ d \dots e.c \dots \dots f \dots e \ C \dots a_y$; $a \ d$
- (5) $\dots e \dots e \dots e \ C \dots a_y \dots c \dots \dots a \ c.e \dots \dots e \ C \dots a.e \ G \dots e \ a \ c.e \ C \ d \ e \ a \ d \dots$
 $d \dots c \dots e \dots e \ C \dots a.e \ G \dots e \ a \ c.e \ R \ e \dots$

Article 16 The C... a_y' e e e a a d... a d... e A d... C... e e e... d... e e...
a... e a... a c e a_y e a... e e e e e c e f a_y e e c... e d... e c... (e c e... e... e d b_y e
A d... C... e e e). The e c e a_y f... e B a d f D... e c... f... e C... a_y a_y a... e d... e e e...
e e e... e e e... e e e...

Article 17 The Company shall have a board of directors consisting of at least five directors, one of whom shall be a resident of the State of New York. A majority of the directors shall be elected by the shareholders at a general meeting of the shareholders held annually or biennially. The directors shall elect one of their number as president of the company and may elect one or more vice presidents. The directors shall also elect one or more officers of the company who shall manage the business of the company.

[illegible]

Article 19 The Ad. C. shall see to it that before the B. ad f. Dec., and after the same has been published by the B. ad f. Dec. if considered adequate and decided. The Ad. C. shall see to it that the same are made available to the B. ad f. Sec.

[illegible]

Article 21 The Court shall have the duty to see that the law is observed, and to see that the law is applied (the Court shall see that the law is observed and that the law is applied) in the case of a breach of the law. The Court shall see that the law is observed and that the law is applied in the case of a breach of the law. The Court shall see that the law is observed and that the law is applied in the case of a breach of the law.

Chapter V Decision Procedure

Article 22 The a d d e a , e , , a b e e , , b e f , e e a a , y , f , e
dec , , a , f , e A d , C , , e e a d , , d e , e , a e a , f , e e e a , , a , e , f
e C , a , y :

- (1) $e, e, a, f, a, c, a, e, \dots, f, e \in C_{\gamma}$;
- (2) $\dots, e, \dots, f, a, e, a, a, d, e, e, a, a, d, \dots, \dots$;
- (3) $e, e, a, a, d, c, \dots, ac, a, d, e, a, ed, \dots, e, \dots$;
- (4) $\dots, e \in C_{\gamma}, d, c, \dots, e, f, f, a, \dots, \dots, e, \dots, de, \dots, d$;
- (5) $a, d, e, \dots, f, e \in C_{\gamma}, a, c, \dots, ec, ed, a, ac, \dots$;
- (6) $\dots, e, e, e, a, \dots, a, e, \dots$.

Article 23 The fees of the Adm. C. shall be a certain percentage determined by the adm. de a. e., and be free of all other expenses. The B. ad f. Dec. of f. d. c. :

- (1) $e, a, a_{\alpha}, \dots, f, e_{\alpha}, \dots, f, e, e, a, a, d_{\alpha}, \dots, a, \dots, e, \dots, a, d, e, a, c, e, e, \dots, f, e, e, a, a, d_{\alpha}, \dots$;
- (2) $\dots, e, e, \dots, e, C_{\alpha}, a, y', \dots, e, a, a, d_{\alpha}, y, e, \dots, a, b, e, e, f, f, e, c, \dots, e, y, \dots, e, e, e, d, a, d, \dots, e, e, \dots, e, C_{\alpha}, a, y', f, a, c, a, e, \dots, a, e, c, \dots, e, e, \dots, e, a, d, \dots, f$;
- (3) $\dots, e, e, \dots, e, C_{\alpha}, a, y', f, a, c, a, e, \dots, a, d, \dots, e, \dots, f, \dots, a, \dots, d, c, \dots, e, d, \dots, e, \dots, d, e, \dots, d, a, e, b, e, c, \dots, e, a, d, \dots, e, a, d, \dots, e, e, \dots, e, C_{\alpha}, a, y', a, \dots, c, \dots, e, c, e, d, \dots, a, a, c, \dots, c, \dots, y, \dots, e, e, a, \dots, a, \dots, a, d, e, \dots, a, \dots, \dots, e, e, e, a, \dots, \dots, \dots, f, e, H, \dots, K, \dots, L, \dots, R, e$;
- (4) $e, a, a_{\alpha}, \dots, f, e_{\alpha}, \dots, f, e, e, C_{\alpha}, a, y', \dots, e, a, f, a, c, a, d, e, a, \dots, e, \dots, a, d, a, d_{\alpha}, d, e, a, \dots, e, \dots, c, d_{\alpha}, \dots, e, \dots, b, e, e, \dots$;
- (5) $\dots, e, e, e, a, \dots, a, e, \dots$

Chapter VI Rules of Procedure

[illegible]

Article 25 The fees of the Ad. C. shall be paid by the addressee of the application and of the appeal; each appeal shall be made on the fees shall be added by the appellant. If an effective appeal cannot be filed due to the lack of a fee of the Ad. C. then, the fee shall be deducted by the B. and D. fee.

[illegible]

Article 27 A e... a... ed a d... ed by a... e be... f... e A d... C... ee... a be
a... a d a f... ad bee... a... ed a... ee... d y... e... ed by... e A d... C... ee...

Article 28 If a y be before A d. C. $\frac{1}{2}$ ee, a a $\frac{1}{2}$ ee, a e d. c. ed a. $\frac{1}{2}$ ee, $\frac{1}{2}$ ee/ $\frac{1}{2}$ ee a. Me be f. e A d. C. $\frac{1}{2}$ ee, a a e d. $\frac{1}{2}$ ee, $\frac{1}{2}$ ee a d e e c ea $\frac{1}{2}$ ee $\frac{1}{2}$ ee a e d. c. de a. If a e be a be a e d a ee, $\frac{1}{2}$ ee f a y ea, $\frac{1}{2}$ ee a y b a a e f a. $\frac{1}{2}$ ee d by $\frac{1}{2}$ ee be a d e. $\frac{1}{2}$ ee e be a e d a d e e. $\frac{1}{2}$ ee e be a f. The $\frac{1}{2}$ ee f a. $\frac{1}{2}$ ee a e c f $\frac{1}{2}$ ee c e a d e f a. $\frac{1}{2}$ ee a. Eac $\frac{1}{2}$ ee be a be e. ed by a a $\frac{1}{2}$ ee f. e e be. If a e be a a d e d e d e e c e d e c. $\frac{1}{2}$ ee a be a e d. $\frac{1}{2}$ ee $\frac{1}{2}$ ee f a y ea, $\frac{1}{2}$ ee a e a e e e be a a d e d e d e e c e d e c. $\frac{1}{2}$ ee a e d. $\frac{1}{2}$ ee $\frac{1}{2}$ ee e be a f.

[illegible]

Article 30 If, hereafter, the Ad. C. shall see any of the said articles of the Code of procedure for the decision of the dec. - a. § a. e. e. f. e. C. a. y.

[illegible]

