

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)

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, and to monitor and evaluate the performance 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, and to monitor and evaluate the performance of the Directors, Senior Management Personnel and other key personnel of the Company.

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 or removed by the Board. The Committee shall have the authority to request and receive information from the Directors, Senior Management Personnel and other key personnel of the Company, and to conduct investigations and audits as necessary.

Article 3

The Committee shall report to the Board on its findings and recommendations.

Article 7

Article 8

Chapter III The Secretary

Article 9

Article 10

Chapter IV Duties and Powers

Article 11

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