

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

Article 1: This committee is established under the Board of Directors to review and approve the remuneration and appraisal of the directors and senior management. The committee shall be composed of three members, including at least one independent non-executive director. The committee shall be chaired by an independent non-executive director. The committee shall have the authority to recommend the remuneration and appraisal of the directors and senior management to the Board of Directors for approval. The committee shall also have the authority to investigate and report on the remuneration and appraisal of the directors and senior management to the Board of Directors. The committee shall meet at least once a year to review and approve the remuneration and appraisal of the directors and senior management. The committee shall also have the authority to recommend the remuneration and appraisal of the directors and senior management to the Board of Directors for approval. The committee shall also have the authority to investigate and report on the remuneration and appraisal of the directors and senior management to the Board of Directors.

Article 2

Article 2: The committee shall be responsible for reviewing and approving the remuneration and appraisal of the directors and senior management. The committee shall also have the authority to recommend the remuneration and appraisal of the directors and senior management to the Board of Directors for approval. The committee shall also have the authority to investigate and report on the remuneration and appraisal of the directors and senior management to the Board of Directors. The committee shall meet at least once a year to review and approve the remuneration and appraisal of the directors and senior management. The committee shall also have the authority to recommend the remuneration and appraisal of the directors and senior management to the Board of Directors for approval. The committee shall also have the authority to investigate and report on the remuneration and appraisal of the directors and senior management to the Board of Directors.

Article 3

Article 3: The committee shall be responsible for reviewing and approving the remuneration and appraisal of the directors and senior management. The committee shall also have the authority to recommend the remuneration and appraisal of the directors and senior management to the Board of Directors for approval. The committee shall also have the authority to investigate and report on the remuneration and appraisal of the directors and senior management to the Board of Directors. The committee shall meet at least once a year to review and approve the remuneration and appraisal of the directors and senior management. The committee shall also have the authority to recommend the remuneration and appraisal of the directors and senior management to the Board of Directors for approval. The committee shall also have the authority to investigate and report on the remuneration and appraisal of the directors and senior management to the Board of Directors.

Article 7

Article 7 of the document discusses the responsibilities and powers of the Secretary, detailing the scope of their duties and the authority granted to them in various administrative matters.

Article 8

Article 8 outlines the procedures for the appointment and removal of the Secretary, including the criteria for selection and the process of resignation or dismissal.

Chapter III The Secretary

Article 9

Article 9 specifies the qualifications and requirements for the Secretary, including educational background, professional skills, and ethical standards.

Article 10

Article 10 details the compensation and benefits for the Secretary, including salary scales, allowances, and provisions for health and retirement.

Chapter IV Duties and Powers

Article 11

(1)

The Secretary shall be responsible for the day-to-day administrative operations of the organization, ensuring the smooth functioning of all departments and the timely execution of decisions made by the governing body.

(2)

The Secretary shall maintain accurate records of all organizational activities and ensure the confidentiality of sensitive information.

(3)

The Secretary shall coordinate and supervise the work of all staff members, ensuring that they are properly trained and equipped to perform their duties effectively.

(4)

The Secretary shall act as the primary point of contact for external stakeholders and represent the organization in official capacities.

(5)

The Secretary shall be responsible for the financial management of the organization, including budgeting, accounting, and reporting.

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The Secretary shall ensure that the organization complies with all applicable laws, regulations, and standards, and shall take appropriate measures to address any non-compliance.

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The Secretary shall be responsible for the overall administration and management of the organization, ensuring that its mission and vision are realized through effective leadership and sound decision-making.

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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