

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 with limited liability)
(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 policies and plans for the senior management personnel of the Company (the "Senior Management Personnel") and to review and recommend the remuneration and appraisal policies and plans for the other employees of the Company (the "Other Employees"). The Committee shall also be responsible for reviewing and recommending the remuneration and appraisal policies and plans for the Senior Management Personnel and Other Employees who are appointed or reappointed by the Board. The Committee shall also be responsible for reviewing and recommending the remuneration and appraisal policies and plans for the Senior Management Personnel and Other Employees who are appointed or reappointed by the Board.

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 reappointed by the Board. The Committee shall also be responsible for reviewing and recommending the remuneration and appraisal policies and plans for the Senior Management Personnel and Other Employees who are appointed or reappointed by the Board.

Article 3

The Committee shall be responsible for reviewing and recommending the remuneration and appraisal policies and plans for the Senior Management Personnel and Other Employees who are appointed or reappointed by the Board.

Article 7

The Secretary shall be appointed by the Council of Ministers on the recommendation of the Prime Minister. He shall hold office for a period of five years, subject to the approval of the Council of Ministers. He may be re-appointed for a further period of five years. He shall be eligible for re-appointment.

Article 8

The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.

Chapter III The Secretary

Article 9

The Secretary shall be appointed by the Council of Ministers on the recommendation of the Prime Minister. He shall hold office for a period of five years, subject to the approval of the Council of Ministers. He may be re-appointed for a further period of five years. He shall be eligible for re-appointment.

Article 10

The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.

Chapter IV Duties and Powers

Article 11

- (1) The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.
- (2) The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.
- (3) The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.
- (4) The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.
- (5) The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.
- (6) The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.
- (7) The Secretary shall be responsible for the day-to-day administration of the Council of Ministers. He shall be the principal advisor to the Prime Minister on all matters relating to the Council of Ministers. He shall be the principal advisor to the Council of Ministers on all matters relating to the Council of Ministers.

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