



燕之屋
YAN PALACE

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 joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1497)

Number of shares to which this form
of proxy relates^(Note 2)

PROXY FORM FOR THE 2023 ANNUAL GENERAL MEETING TO BE HELD ON MAY 21, 2024

I/We^(Note 3) _____
of _____
being the holder(s) of _____ Unlisted Shares/H shares^(Note 4) in Xiamen Yan Palace Bird's Nest Industry Co., Ltd.
(the "Company") hereby appoint the Chairman of the meeting or _____^(Note 5)
of _____
as my/our proxy(ies) to attend the 2023 annual general meeting (the "AGM") of the Company to be held at No. 1688 and 1689, Butang Central Road, Tong'an District, Xiamen City, PRC at 10:00 a.m. on Tuesday, May 21, 2024 (Hong Kong time) or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

Please tick ("√") the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 6).

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To consider and approve the report of the Directors for 2023.			
2.	To consider and approve the report of the independent non-executive Directors for 2023.			
3.	To consider and approve the report of the Supervisory Committee for 2023.			
4.	To consider and approve the 2023 annual report.			
5.	To consider and approve the profit distribution for 2023.			
6.	To consider and approve the budget plan for 2024.			
7.	To consider and approve the audited consolidated financial statements for 2023.			
8.	To consider and approve the proposed re-appointment of auditor for 2024.			
9.	To consider and approve the proposed re-election and remuneration of Directors for the second session of the Board:			
	(1) to re-elect Mr. HUANG Jian as an executive Director;			
	(2) to re-elect Mr. ZHENG Wenbin as an executive Director;			
	(3) to re-elect Mr. LI Youquan as an executive Director;			
	(4) to re-elect Ms. HUANG Danyan as an executive Director;			
	(5) to re-elect Mr. LIU Zhen as a non-executive Director;			
	(6) to re-elect Mr. WANG Yalong as a non-executive Director;			
	(7) to re-elect Mr. XIAO Wei as an independent non-executive Director;			
	(8) to re-elect Mr. CHEN Aihua as an independent non-executive Director;			
	(9) to re-elect Mr. LAM Yiu Por as an independent non-executive Director; and			
	(10) to consider and approve the remuneration of Directors.			
10.	To consider and approve the proposed re-election and remuneration of Supervisors for the second session of the Supervisory Committee:			
	(1) to re-elect Mr. ZHENG Feng as a Supervisor;			
	(2) to re-elect Ms. WEI Wei as a Supervisor;			
	(3) to re-elect Ms. ZHANG Ning as a Supervisor; and			
	(4) to consider and approve the remuneration of Supervisors.			
SPECIAL RESOLUTIONS				
11.	To consider and approve the proposed change of registered address and amendment of Articles of Association.			
12.	To consider and approve the proposed bank credit limit and related authorization.			
13.	To consider and approve the proposed granting of general mandate to issue additional Shares and sale or transfer of treasury shares.			
14.	To consider and approve the proposed general mandate to repurchase H Shares.			

Date: _____ 2024

Signature(s)^(Note 7) _____

Notes:

Before you appoint a proxy, please read the notice of AGM and the circular published on April 25, 2024.

1. The full text of the resolutions is set out in the notice of the AGM dated April 25, 2024.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares of the Company registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified.
3. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
4. Please insert the number of Shares of the Company registered in your name(s) and delete as appropriate.
5. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "FOR" OR INSERT THE NUMBER OF SHARES HELD BY YOU. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "AGAINST" OR INSERT THE NUMBER OF SHARES HELD BY YOU. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE PUT A TICK IN THE BOX MARKED "ABSTAIN" OR INSERT THE NUMBER OF SHARES HELD BY YOU. THE SHARES ABSTAINED WILL NOT BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY.** If no direction is given, your proxy may vote as he/she thinks fit.
7. This form of proxy must be signed by you or your agent so authorized in writing or, in the case of a legal person, must be either sealed by the stamp of the legal person or signed by its director or agent so officially authorized. In case of joint holders, this form of proxy must be signed by the member whose name stands first in the register of members of the Company.
8. If an attending Shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the Share(s) represented by that Shareholder or proxy will be deemed not to be carrying voting rights with respect to that resolution. In that event, this form of proxy will be deemed to have been revoked.
9. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authorization document, the notarized power of attorney or other authorization document must be deposited together with this form of proxy, at the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Share Shareholders) not less than 24 hours before the time for holding the AGM or the business address of the Company in the PRC, at 22/F, Caizihui No. 188, Qianpu Road, Siming District, Xiamen City, Fujian Province, PRC (for Unlisted Share Shareholders) not less than 24 hours before the time for holding the AGM.
10. In the case of joint holders of Shares of the Company, only the joint holder whose name listed first in the register of members can attend the AGM or exercise full voting rights. Any one of such joint holders may sign the form of proxy, but if more than one joint holder attends the AGM in person or by proxy, the resolution made by the joint holder with priority shall be accepted as the sole resolution made on behalf other joint holders (regardless of whether it is made in person or by proxy). A proxy need not be a Shareholder of the Company. In the event that a Shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll.
11. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated April 25, 2024.
12. References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by the following means:

By mail to: Tricor Investor Services Limited (Privacy Compliance Officer)
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

By email to: is-enquiries@hk.tricorglobal.com