FOSHAN HAITIAN FLAVOURING AND FOOD COMPANY LTD.

Rules of Procedure for the Remuneration and Evaluation Committee of the Board of Directors

(Revised in August 2025)

Chapter 1 General Provisions

Article 1 In order to establish and regulate the remuneration and evaluation system and procedures of Foshan Haitian Flavouring and Food Company Ltd. (the "Company"), the board of directors (the "Board") of the Company has established the Remuneration and Evaluation Committee (the "Committee") and has formulated these Rules of Procedure in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Articles of Association of Foshan Haitian Flavouring and Food Company Ltd. (the "Articles of Association"), the Rules of Procedure for the Board of Directors of Foshan Haitian Flavouring and Food Company Ltd. (the "Rules of Procedure for the Board"), and other laws, regulations, regulatory documents and internal policies of the Company.

Article 2 The Committee is a specialized working body established by the Board of the Company, which shall perform its duties in accordance with relevant laws and regulations, regulatory documents, the securities regulatory rules of the place(s) where the shares of the Company are listed, the Articles of Association and these Rules of Procedure.

Article 3 These Rules of Procedure shall apply to the Committee, as well as to relevant personnel and departments referred to herein.

Chapter 2 Composition of the Committee

Article 4 The Committee shall consist of not less than three directors, of which independent directors shall constitute a majority. Members of the Committee shall be nominated by the chairman of the Board and elected by the Board.

Article 5 The Committee shall have one convenor (chairman), who shall be an independent director. The convenor shall be nominated by the chairman of the Board of the Company and appointed by the Board.

Article 6 The term of office of the Committee is consistent with the term of office of the Board of the same session, and the term of office of each member is consistent with the term of office of the directors. Committee members may be re-elected upon the expiration of their term. If any member of the Committee resigns from the position of director of the Company during his/her term of office, he/she will automatically cease to be qualified as a member of the Committee.

Article 7 A member of the Committee may tender his/her resignation to the Board prior to his/her term of office by giving a resignation report to explain the reason for resignation and other matters which need to be brought to the attention of the Board.

In the event that resignation of an independent director will result in the proportion of independent directors on the Remuneration and Evaluation Committee not complying with the provisions of these Rules of Procedure or the requirements of laws and regulations, the securities regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association, the independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The Company shall complete the by-election of such independent director within sixty days from the date of resignation.

Article 8 Changes to the members of the Committee may be made during their term of office by the Board as and when proposed by the chairman of the Board and approved by the Board after their discussion.

Article 9 When the number of Committee members falls below the required number under these Rules of Procedure, the vacancy shall be filled by the person elected by the Board in accordance with the provisions of these Rules of Procedure.

Chapter 3 Duties of the Committee

Article 10 The duties of the Committee are:

To study and formulate evaluation criteria for directors and senior management, conduct evaluations, formulate and review the remuneration policies and programs for directors and senior management, and make recommendations to the Board on the following matters:

(I) the remuneration policies and structure for directors and senior management, and the establishment of a formalized and transparent procedure for the formulation of the aforesaid remuneration plans or programs;

(II) to review and approve the management's remuneration proposals in accordance with the corporate policies and objectives set by the Board;

(III) to determine the remuneration packages of executive directors and senior management, including non-pecuniary benefits, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(IV) to make recommendations to the Board on the remuneration of non-executive directors;

(V) to consider the requirements of relevant laws and regulations, the remuneration paid by comparable companies, the time commitment and responsibilities of directors and senior management, the terms of employment of other positions in the Company and the desirability of performance-based remuneration;

(VI) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with the relevant contractual terms and that such compensation is fair and reasonable and does not impose an undue burden on the Company if it is not determined in accordance with the relevant contractual terms;

(VII) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that such compensation is otherwise reasonable and appropriate if it is not determined in accordance with the relevant contractual terms;

(VIII) to ensure that no director or any of his/her associates (as defined in the Hong Kong Listing Rules) is involved in deciding his/her own remuneration;

(IX) to consider and/or approve matters relating to share plans as referred to in Chapter 17 of the Hong Kong Listing Rules;

(X) arrangement of shareholding plans by directors and senior management in the subsidiaries to which the proposed spin-off belongs;

(XI) other matters as stipulated by the laws, administrative regulations, the securities regulatory rules of the place(s) where the shares of the Company are listed, and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Remuneration and Evaluation Committee, it shall record and disclose the opinions of the Remuneration and Evaluation Committee and the specific reasons for its non-adoption in the resolution of the Board.

If necessary, the Committee may engage external experts or intermediaries to provide professional advisory services, subject to the consent of more than half of all members of the Committee. All reasonable expenses incurred by the Committee in the performance of its duties shall be borne by the Company, provided that the Committee shall ensure such expenses fall within appropriate and justified limits.

Article 11 Main duties of the convenor of the Committee are:

(I) to convene and preside over meetings of the Committee;

(II) to supervise and inspect the work of the Committee;

(III) to sign relevant documents of the Committee;

(IV) to report to the Board on the work of the Committee;

(V) to perform other duties and responsibilities as required by the Board.

Article 12 The remuneration packages of the Company's directors proposed by the Committee shall be submitted to the Board for approval and submitted to the shareholders' meeting for deliberation and endorsement before implementation; the remuneration allocation plan of the Company's senior management shall be submitted to the Board for approval before implementation.

Chapter 4 Meetings of the Committee

Article 13 The Committee shall convene meetings from time to time as required. The convenor of the Committee shall issue a notice to convene a meeting within seven days from the date of occurrence of any of the following circumstances:

(I) when the Board deems it necessary;

(II) when the convenor of the Committee deems it necessary;

(III) when it is proposed by more than two members of the Committee.

Article 14 The office of the Board shall be responsible for giving notice of the meeting to each member of the Committee and relevant persons who are invited to attend the meeting three days before the meeting is convened, except under special circumstances that the meeting shall be convened as soon as possible. The content of the notice of the meeting shall include the manner, time, venue, agenda, issue date of the notice and relevant information of the meeting. With the unanimous consent of all Committee members, the requirement to give advance notice of meetings of the Remuneration and Evaluation Committee may be waived. The Company shall retain relevant documentation and records.

Article 15 After receiving the notice of the meeting, the Committee members shall promptly confirm and provide feedback on relevant information (including but not limited to whether to attend the meeting, schedule arrangement, etc.) in an appropriate manner.

Article 16 If it is necessary to change the time and venue of the meeting or add, change and cancel the resolutions for the meeting after the notice of the meeting is served, the approval of all the members shall be obtained beforehand and relevant records shall be made.

Article 17 The Committee members shall attend the meeting in person. When a member is unable to attend the meeting in person due to some reasons, such member may, by signing and submitting a letter of proxy signed by that member, authorize other Committee members to attend and express opinions on his/her behalf. The scope and term of the authorization shall be specified in such letter of proxy. A member shall not accept any such authorization from two or more members concurrently.

Members attending the meeting on other members' behalf shall exercise their rights within the scope of authorization. If a member fails to attend the meeting of the Committee in person or authorize other Committee members to exercise the rights on his/her behalf, nor does he/she submit a written opinion prior to the convening of the meeting, he/she is deemed to have waived his/her rights.

Members who are unable to attend the meeting in person may also exercise their rights by submitting written opinions on matters to be considered at the meeting, provided that such written opinions shall be submitted to the office of the Board no later than the meeting.

Article 18 A member of the Committee who fails to attend the Committee meetings in person or authorize other members of the Committee to attend on his/her behalf, or who fails to submit the written opinions before the meeting for two consecutive times; or whose attendance of the meeting of the Committee in person is less than three-quarters of the total number of meetings in one year, shall be deemed to be unable to perform the duties of Committee, and the Board may adjust the Committee members in accordance with these Rules.

Article 19 The meetings of the Committee shall be held only with the presence of over two-thirds of the members. Each member shall be entitled to one vote. The resolutions made at the meeting are subject to the approval by more than half of the members of the Committee. The convenor of the Committee shall preside over the meeting. If the convenor of the Committee is unable to attend the meeting, he/she may delegate other Committee members to preside over the meeting.

Article 20 All items on the agenda shall be considered during meetings of the Committee, and the Committee members shall explicitly, independently and fully express their opinions based on their own judgment. In case of any different opinions, such opinions shall be stated in the minutes.

Article 21 Meetings of the Committee shall be held in the form of on-site meetings in general. On the premise that the Committee members are able to sufficiently communicate and express their opinions, and with the consent of the convenor of the Committee, meetings may be held by means of correspondence.

Where necessary, the Committee may invite directors, senior management members and relevant experts of the Company, social experts, scholars, intermediary agencies and other relevant persons to attend the meeting. The attendees shall give explanation and elaboration on any issues as required by any Committee member.

Article 22 Where a member of the Committee is interested in any matters being considered at the meeting of the Committee, he/she shall be abstained from attending such meeting. Such Committee meeting may be held as long as it is attended by more than half of the non-interested members, and resolutions of such meeting shall be subject to approval by more than half of the non-interested members. If the number of non-interested members attending the meeting is less than half of the total number of non-interested members of the Committee, such matter shall be submitted to the Board for consideration.

Article 23 Minutes of the Committee meeting should state that interested members were not counted in the number of participants and did not participate in voting.

In particular, the director shall recuse himself/herself from any Committee meeting at which the individual director is evaluated or his/her compensation is discussed.

Article 24 All persons attending the meetings shall keep all matters considered at the meetings confidential and shall not disclose any such information without authorization.

Chapter 5 Working Body of the Committee

Article 25 The secretary to the Board shall be responsible for organization and coordination of the work between the Committee and all relevant departments and shall attend meetings of the Committee.

Article 26 The office of the Board shall coordinate with other relevant departments of the Company to facilitate the effective implementation of relevant work of the Committee.

Article 27 The office of the Board shall be responsible for affairs relating to meetings of the Committee such as preparing and issuing the notice of meeting.

The labor payroll and financial management department of the Company shall be responsible for preparing and providing relevant materials required for the consideration of the matters and for liaising with relevant departments (including the relevant experts of the Company or social experts, scholars and intermediary agencies engaged by the Committee during its deliberations).

The labor payroll and financial management department of the Company shall formulate the working systems and procedures for the provision of relevant services to the Committee in accordance with the scope of duties of the Committee and file them with the Board.

The relevant functional departments of the Company shall be responsible for providing services for the work of the Committee and to provide support and collaboration for the work of the office of the Board and the labor payroll and financial management department.

Chapter 6 Minutes of the Committee Meetings

Article 28 Minutes shall be kept for all meetings of the Committee, which shall be prepared by the office of the Board and shall contain the following information:

(I) session, manner, date, venue and name of the chairman of the meeting;

(II) attendance and absence of members in person and attendance by proxy;

(III) name and title of each attendee;

(IV) agenda of the meeting;

(V) main points made by the members and other relevant attendees;

(VI) name of the person taking the minutes.

The members and the secretary to the Board present at the meetings shall sign the minutes of the Committee meetings. Minutes should be circulated to all Committee members for their comment within a reasonable time after the meeting.

Article 29 Minutes, letters of proxy, written opinions of the members and other meeting materials derived from the meetings of the Committee shall be kept on file by the secretary to the Board of the Company in accordance with the filing management system of the Company.

Chapter 7 Supplementary Provisions

Article 30 Unless otherwise stated, the terms used in these Rules of Procedure shall have the same meanings ascribed to them in the Articles of Association.

Article 31 From the date of approval by the Board, these Rules of Procedure shall take effect and come into force.

Article 32 For any matter not covered in these Rules of Procedure, or in the event of any conflict with any provisions of the laws, regulations, regulatory documents, the securities regulatory rules of the place(s) where the Company is listed, the Articles of Association or the Rules of Procedure for the Board promulgated or amended after these Rules of Procedure become effective, the provisions of such laws, regulations, regulatory documents, the securities regulatory rules of the place(s) where the Company is listed, the Articles of Association or the Rules of Procedures for the Board shall prevail.

Article 33 The Board shall have the rights of interpretation and amendment of these Rules of Procedure.