Hong Kong Robotics Group Holding Limited
港仔機器人集團控股有限公司

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Amended and adopted by the Company pursuant to
the Board resolution passed on 30 March 2026)

1. MEMBERSHIP

1.1 Members of the Nomination Committee shall be appointed by the board of directors (the "Board") of the Company.

1.2 The Nomination Committee shall consist of not less than three members, and the majority of whom should be independent non-executive directors ("INED(s)"), with at least one director of a different gender.

2. CHAIRMAN

2.1 The Board shall appoint the chairman of the Nomination Committee, who shall either be the chairman of the Board or an INED.

3. SECRETARY

3.1 The company secretary shall be the secretary of the Nomination Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

4. PROCEEDINGS OF THE NOMINATION COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company's Bye-laws (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

4.1 Quorum

4.1.1 The quorum for meetings of the Nomination Committee shall be any two members, one of whom must be an INED.

4.2 Frequency of meetings

4.2.1 The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 The chairman of the Board and/or managing director, external advisers and other persons invited by a Nomination Committee member shall normally attend meetings of the Nomination Committee.

4.3.3 Only members of the Nomination Committee are entitled to vote at the meetings.

4.3.4 Resolutions of the Nomination Committee shall be passed by more than half of its members.

4.3.5 The resolution signed in writing by all members of the Nomination Committee is valid, and the validity is the same as if it were passed in a meeting duly convened and held by the Nomination Committee.

4.4 Notice of meetings

4.4.1 A meeting of the Nomination Committee may be convened by any of its members or by the company secretary.

4.4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days shall be given for a regular meeting of the Nomination Committee. Notice of any adjourned meetings is not required if the adjournment is for less than 14 days. For all other meetings of the Nomination Committee, reasonable notice shall be given.

4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

4.5.1 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting.

4.5.2 The company secretary shall keep minutes of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), a written resolution may be passed and adopted by all members of the Nomination Committee.

5. RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE

5.1 The responsibilities and authorities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "CG Code") as contained in Appendix 14 of the Listing Rules (as amended from time to time).

5.2 Without prejudice to any requirement under the CG Code, the duties of the Nomination Committee include the following:

(a) To review the structure, size, composition, and diversity (including the skills, knowledge, and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

(b) To review the balance between executive and non-executive directors (including INEDs) on the Board.

(c) To review the board diversity policy and the measurable objectives that the Board has adopted for implementing this policy, and monitor the progress on achieving the objectives, and make the relevant disclosure in the corporate governance report.

(d) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

(e) To assess the independence of INEDs.

(f) To make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular, the chairman of the Board and the chief executive.

(g) To have the delegated responsibility to determine the specific nomination of all executive directors and senior management, including the appointment or removal, and make recommendations to the Board of the nomination of non-executive directors. The Nomination Committee should consider factors such as directors' responsibilities, employment conditions elsewhere in the Group, and candidates' experience.

(h) To do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

(i) To conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law.

5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties and shall have access to independent professional advice if necessary.

5.4 All members of the Nomination Committee shall have access to the advice and services of the company secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

5.5 The Nomination Committee shall consult the chairman of the Board and/or managing director about their proposals relating to the nomination of other executive directors and senior management.

6. REPORTING RESPONSIBILITIES

6.1 The Nomination Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

7. ANNUAL GENERAL MEETING

7.1 The chairman of the Nomination Committee or, in his absence, another member of the Nomination Committee or, failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee's work and responsibilities.

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.