

RoboTechnik Intelligent Technology Co., Ltd.
TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE OF
THE BOARD OF DIRECTORS

CHAPTER I GENERAL PROVISIONS

Article 1 To regulate the selection of leading personnel of RoboTechnik Intelligent Technology Co., Ltd. (the “**Company**”), optimize the composition of the Board of Directors, and improve the corporate governance structure, the Board of Directors of the Company has specially established the Nomination Committee and formulated these terms of reference in accordance with laws, regulations, rules and normative documents including The PRC Company Law of the People’s Republic of China (“**The PRC Company Law**”), The Securities Law of the People’s Republic of China (“**The PRC Securities Law**”), the Rules for Listing Stocks on the ChiNext Market of the Shenzhen Stock Exchange (the “**Rules for Listing Stocks on the ChiNext Market**”), the Shenzhen Stock Exchange Listed Companies Self-Regulatory Guidelines No. 2 – Standardized Operation of Companies Listed on the ChiNext Market (the “**Standardized Operation of Companies Listed on the ChiNext Market**”), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”, where The Stock Exchange of Hong Kong Limited is the “**Hong Kong Stock Exchange**”), as well as the Articles of Association of RoboTechnik Intelligent Technology Co., Ltd. (the “**Articles of Association**”).

Article 2 The Nomination Committee is a specialized working organization established under the Board of Directors of the Company, which is mainly responsible for formulating the selection criteria and procedures for Directors and senior management, and for selecting and reviewing the candidates for Directors and senior management and their qualifications for office. The Nomination Committee is accountable to the Board of Directors, and the proposals of the Committee shall be submitted to the Board of Directors for deliberation and decision.

Article 3 The Securities Department of the Company shall serve as the administrative office of the Nomination Committee and be responsible for daily liaison and meeting organization. The Nomination Committee has a working group under it, which is specially responsible for providing relevant information on candidates for the Company’s Directors and senior management, preparing for the Nomination Committee meetings and implementing the relevant resolutions of the Nomination Committee.

CHAPTER II COMPOSITION

Article 4 The Nomination Committee shall be composed of three members, who shall be Directors, two of whom shall be independent Directors, and shall include at least one director of a different gender.

Article 5 Members of the Nomination Committee shall be nominated by the Chairman of the Board, more than one-half of the independent Directors or one-third of all Directors, and shall be elected by the Board of Directors.

Article 6 The term of office of the Nomination Committee is consistent with that of the Board of Directors. Upon expiry of their term, members are eligible for re-election and re-appointment. Before the term of office of a member of the Nomination Committee expires, he/she shall not be removed from office without cause, unless there are circumstances stipulated in The PRC Company Law, the Articles of Association, the Hong Kong Listing Rules or these terms of reference that disqualify him/her from holding the office.

Article 7 During the term of office of a member of the Nomination Committee, if he/she ceases to be a Director of the Company, he/she will automatically cease to be a member of the committee.

Members of the Nomination Committee may resign before the expiration of their term of office, and shall submit a written resignation to the Board of Directors.

Article 8 If the number of members of the Nomination Committee falls below two-thirds of the prescribed number due to resignation, removal or other reasons, the Board of Directors of the Company shall appoint new members as soon as possible. Before the number of members of the Nomination Committee reaches two-thirds of the prescribed number, the Nomination Committee shall suspend the exercise of the powers and responsibilities stipulated in these terms of reference.

Article 9 The Nomination Committee shall have one Chairperson (Convener), who shall be an independent Director from among the members and shall be elected by the Board of Directors.

The Chairperson shall preside over the Committee, and convene and preside over its meetings. When the Chairperson is unable to perform his/her duties, he/she shall designate an independent Director member to perform such duties on his/her behalf. When the Chairperson neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the matter to the Company's Board of Directors, and the Chairman of the Board shall designate an independent Director member to perform the Chairperson's duties.

CHAPTER III DUTIES AND POWERS

Article 10 The Nomination Committee shall be responsible for formulating the selection standards and procedures for Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

- (i) The nomination, appointment or removal of Directors;
- (ii) The appointment or dismissal of senior management;
- (iii) To review the structure, number and composition of the Board (including in terms of skills, knowledge and experience) at least annually, assist the Board in preparing a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (iv) To formulate and properly review the diversity policy of the Board members, and to prepare appropriate disclosures on the diversity policy to be included in the corporate governance report;
- (v) To identify individuals with appropriate qualifications to serve as Directors and to select or make recommendations to the Board on the selection of persons nominated for directorships;
- (vi) To assess the time commitment and contribution of each Director to the Board and his/her ability to perform his/her duties effectively, taking into account the Director's professional qualifications and work experience, existing directorships in issuers listed on the Main Board or ChiNext Market, the time commitment involved in the Director's other major external affairs, and other factors or circumstances relating to the Director's personality, character, independence and experience;
- (vii) To assess the independence of independent Directors;
- (viii) To make recommendations to the Board on the appointment or re-appointment of Directors and on succession planning for Directors (in particular the Chairman of the Board and the CEO);
- (ix) To support the Company's regular evaluation of the Board's performance (at least once every two years);
- (x) If an independent non-executive Director proposed to be re-appointed has been in office for more than 9 years, to explain to the Board the reasons why he/she is still considered independent and should be re-elected, including the factors considered, the process and discussion for making such a decision, which should then be subject to approval by shareholders by way of a separate resolution;
- (xi) If the Board proposes to elect a person as an independent Director, to explain to the Board (a) the process used to identify the person, the reasons why the person should be elected and why they consider the person to be independent; (b) if the independent non-executive Director designate will serve as a director of the seventh (or more) issuers listed on the Main Board or ChiNext Market, the reasons why it is considered that the person can still devote sufficient time to his/her duties as a Director; (c) the perspectives, skills and experience that the person can bring to the Board; and (d) how the person can contribute to the diversity of the Board members, which should then be subject to approval by shareholders by way of a separate resolution;
- (xii) Other matters stipulated by laws and regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association;

If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting them in the Board resolution and make a disclosure.

Article 11 The relevant departments of the Company shall cooperate with the Nomination Committee in the performance of its duties, and the expenses required shall be borne by the Company.

Article 12 The Nomination Committee may, when it deems necessary, engage intermediary agencies to provide professional opinions for its decision-making, and the expenses shall be paid by the Company.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 13 The Nomination Committee shall, in accordance with the provisions of relevant laws and regulations and the Articles of Association, and in light of the actual situation of the Company, study the election conditions, selection procedures and terms of office of the Company's Directors and senior management, and after forming a resolution, shall file it for record and submit it to the Board of Directors for implementation. The proposals and voting results passed at the meetings of the Nomination Committee shall be reported to the Company's Board of Directors in writing.

Article 14 The selection procedures for Directors and senior management are as follows:

- (i) The Nomination Committee shall actively communicate with the relevant departments of the Company to study the Company's needs for new Directors and senior management;
- (ii) The Nomination Committee may conduct a broad search for candidates for Directors and senior management within the Company, its holding (or participating) enterprises, and the talent market;
- (iii) The Nomination Committee shall collect information on the profession, education, professional title, detailed work experience, and all part-time jobs of the shortlisted candidates;
- (iv) The Nomination Committee shall seek the consent of the nominee to the nomination, otherwise the nominee cannot be considered as a candidate for Director or senior management;
- (v) The Nomination Committee shall convene a meeting to review the qualifications of the shortlisted candidates in accordance with the conditions of service for Directors and senior management;
- (vi) The Nomination Committee shall submit recommendations and relevant materials on candidates for Directors and newly-appointed senior management to the Board of Directors one to two months before the election of new Directors and the appointment of new senior management;
- (vii) The Nomination Committee shall carry out other follow-up work in accordance with the decisions and feedback of the Board of Directors.

Article 15 The working group under the Nomination Committee is responsible for organizing and coordinating relevant departments or intermediary agencies to prepare the documents for the Nomination Committee meetings, and for ensuring their authenticity, accuracy and completeness.

Article 16 The working group under the Nomination Committee shall perform the internal approval procedures for meeting documents in accordance with the Company's internal management system, and report the documents to the Securities Department.

Article 17 The Securities Department shall submit the meeting documents to the Chairperson of the Nomination Committee for review, and a meeting of the Nomination Committee shall be convened in a timely manner after the review is passed.

Article 18 The Nomination Committee shall convene meetings to approve reports, adopt resolutions or make recommendations, which shall be submitted in writing to the Company's Board of Directors. For matters that require deliberation and approval by the Board of Directors or a shareholders' general meeting, the Nomination Committee shall submit proposals to the Board of Directors, and the relevant approval procedures shall be carried out in accordance with applicable laws, regulations and the Articles of Association.

Article 19 If more than half of the members of the Board of Directors have objections to the reports or resolutions passed at a meeting of the Nomination Committee, they may provide written feedback to the Nomination Committee in a timely manner.

CHAPTER V RULES OF MEETINGS

Article 20 Meetings of the Nomination Committee shall be held from time to time as needed.

Article 21 Depending on the circumstances, meetings of the Nomination Committee may be held in person or by means of communication such as video conference, telephone, fax, or email.

Article 22 For regular meetings, all members shall be notified three days before the meeting is convened, and for extraordinary meetings, notice shall be given within a reasonable time. The notice of meeting shall be issued by the Securities Department.

Article 23 A meeting of the Nomination Committee may be held only when two-thirds or more of the members are present.

Article 24 Members of the Nomination Committee may attend meetings in person or appoint another member as their proxy to attend and vote on their behalf. A member of the Nomination Committee may only appoint one other member as a proxy for any given meeting. Any appointment of two or more proxies by a member for the same meeting shall be invalid.

Article 25 The Nomination Committee may, if it deems necessary, invite other persons connected with the meeting's proposals to attend the meeting to provide information or express their opinions, but such attendees who are not members of the Nomination Committee shall have no voting rights on the proposals.

Article 26 At meetings of the Nomination Committee, all proposals shall first be deliberated by all members in attendance, and shall thereafter be voted on item by item in the order in which they were deliberated.

Article 27 When the Nomination Committee votes on any matter, any connected member shall abstain from voting.

Article 28 When the Nomination Committee votes, each member shall have one vote. A resolution of the Nomination Committee shall be passed by the consent of more than half of all members.

Article 29 When the Nomination Committee votes, it may adopt a method of voting by poll, or by a show of hands, by correspondence, or by other means of voting.

Article 30 The resolutions passed at meetings of the Nomination Committee, together with the voting results, shall be reported in writing to the Company's Board of Directors.

Article 31 Minutes shall be taken for meetings of the Nomination Committee, and the members attending the meeting shall sign the minutes. The minutes of the meeting and related meeting materials shall be kept by the Securities Department for a period of not less than 10 years. The draft and final versions of the meeting minutes shall be sent to all members of the Committee within a reasonable period of time after the meeting. The draft version is for members to express their opinions, and the final version is for their records.

Article 32 Before the Company discloses the resolutions of the Nomination Committee in accordance with legal procedures, the attending members, attendees, recording and service personnel, etc., are obliged to keep the content of the resolutions confidential.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 33 For matters not covered in these terms of reference, the Company shall act in accordance with the relevant provisions of relevant laws and regulations, the Articles of Association and other normative documents. In case of any inconsistency between these detailed rules and the provisions of relevant national laws, administrative regulations, terms of reference, other normative documents and the Articles of Association, the relevant provisions of the national laws, administrative regulations, departmental rules, other normative documents and the Articles of Association shall prevail.

Article 34 These terms of reference shall be formulated and interpreted by the Company's Board of Directors, and shall come into effect on the date of deliberation and approval by the Company's Board of Directors, and the same shall apply to any amendments.

Article 35 These terms of reference, upon approval by the Board of Directors, shall come into effect from the date on which the H Shares of the Company's initial public offering are listed on the Hong Kong Stock Exchange.