

RoboTechnik Intelligent Technology Co., Ltd.
TERMS OF REFERENCE FOR THE REMUNERATION AND
ASSESSMENT COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER I GENERAL PROVISIONS

Article 1 To further establish and improve the assessment and remuneration management system for the directors (excluding independent directors) and senior management (“**senior executives**”) of RoboTechnik Intelligent Technology Co., Ltd. (the “**Company**”) and to perfect the Company’s corporate governance structure, the Board of Directors of the Company has specially established the Remuneration and Assessment Committee and formulated these terms of reference in accordance with laws, regulations, rules and normative documents including The Company Law of the People’s Republic of China, The Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules for Listing Stocks on the ChiNext Market of the Shenzhen Stock Exchange, the Shenzhen Stock Exchange Listed Companies Self-Regulatory Guidelines No. 2 – 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 Remuneration and Assessment Committee is a specialized committee established under the Board of Directors of the Company, mainly responsible for formulating assessment standards for the Company’s directors and senior executives and conducting assessments, formulating and reviewing the remuneration policies and plans for the Company’s directors and senior executives, and is accountable to the Board of Directors.

Article 3 The Administration and Human Resources Department of the Company serves as the administrative office for the Remuneration and Assessment Committee and is responsible for day-to-day liaison and organizing meetings. A working group shall be established under the Remuneration and Assessment Committee, which is specifically responsible for providing information on the Company’s operations and relevant information on the persons being assessed, and for preparing for meetings of the Remuneration and Assessment Committee and implementing its relevant resolutions.

Article 4 For the purpose of these terms of reference, “directors” refer to the Chairman of the Board and directors who receive remuneration from the Company, and “senior executives” refer to the CEO, vice presidents, chief financial officer, secretary to the Board of Directors and other senior management personnel as stipulated in the Articles of Association, all of whom are appointed by the Board of Directors.

CHAPTER II COMPOSITION

Article 5 The Remuneration and Assessment Committee shall be composed of three members, who shall be directors, two of whom shall be independent directors.

Article 6 Members of the Remuneration and Assessment Committee shall be nominated by the Chairman of the Board, one-half or more of the independent Directors or one-third of all Directors, and shall be elected by the Board of Directors.

Article 7 The term of office of the Remuneration and Assessment Committee is consistent with that of the Board of Directors. Upon expiry of their term, members are eligible for re-election. Before the term of office of a member of the Remuneration and Assessment Committee expires, he/she shall not be removed from office without cause, unless there are circumstances stipulated in The Company Law of the People's Republic of China, the Hong Kong Listing Rules, the Articles of Association or these terms of reference that disqualify him/her from holding the office.

Article 8 During the term of office of a member of the Remuneration and Assessment Committee, if he/she no longer serves as a Director of the Company, he/she will automatically lose his/her qualification as a member.

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

Article 9 If the number of members of the Remuneration and Assessment 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 Remuneration and Assessment Committee reaches two-thirds of the prescribed number, the Remuneration and Assessment Committee shall suspend the exercise of the powers and responsibilities stipulated in these terms of reference.

Article 10 The Remuneration and Assessment 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 11 The Remuneration and Assessment Committee of the Board of Directors of the Company is responsible for formulating and conducting assessments based on the assessment standards for the Company's directors and senior management, formulating and reviewing the remuneration policies and plans for directors and senior management, and making recommendations to the Board of Directors on the following matters:

- (i) remuneration of directors and senior management;

- (ii) formulating or changing share incentive plans (including matters relating to share option schemes or share award schemes as described in Chapter 17 of the Hong Kong Listing Rules) and employee stock ownership plans, and the fulfillment of conditions for the granting and exercise of rights and interests by Participants;
- (iii) the arrangement of shareholding plans for directors and senior management in subsidiaries proposed to be spun off;
- (iv) making recommendations to the Board of Directors on the Company's remuneration policy and structure for all directors and senior management and the establishment of a formal and transparent procedure for developing remuneration policy;
- (v) reviewing and approving the management's remuneration proposals with reference to the corporate goals and objectives set by the Board of Directors;
- (vi) being authorized by the Board of Directors to determine the specific remuneration packages for individual executive Directors and senior management, or making recommendations to the Board of Directors on the remuneration packages for individual executive Directors and senior management, which include non-monetary benefits, pension rights and compensation amounts (including compensation for loss or termination of office or appointment);
- (vii) making recommendations to the Board of Directors on the remuneration of non-executive directors;
- (viii) considering certain factors, such as salaries paid by comparable companies, the time commitment and responsibilities of the directors and senior management, and the employment conditions for other positions within the Company;
- (ix) reviewing and approving the compensation payable to executive directors and senior management for loss or termination of their office or appointment to ensure that such compensation is consistent with the terms of their contracts; if it is not consistent with the terms of the contract, the compensation must also be fair and not excessive;
- (x) reviewing and approving compensation arrangements relating to the dismissal or removal of a director for misconduct to ensure that such arrangements are consistent with the terms of the contract; if they are not consistent with the terms of the contract, the relevant compensation must also be reasonable and appropriate;
- (xi) ensuring that no director or any of his associates (as defined in Rules 14A.12 and 14A.13 of the Hong Kong Listing Rules) is involved in determining his own remuneration;
- (xii) other matters stipulated by laws and regulations, the 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 Remuneration and Assessment Committee, it shall record the opinions of the Remuneration and Assessment Committee and the specific reasons for not adopting them in the Board resolution and make a disclosure.

Article 12 The Remuneration and Assessment 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 13 The remuneration plan for the directors proposed by the Remuneration and Assessment Committee must be reported to and approved by the Board, and then submitted to the shareholders' general meeting for review and approval before implementation. The remuneration distribution plan for the Company's senior management must be reported to the Board for approval.

Article 14 When the Remuneration and Assessment Committee performs its duties, the relevant departments of the Company shall provide cooperation, and the expenses required shall be borne by the Company.

Article 15 The Remuneration and Assessment 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 16 The working group under the Remuneration and Assessment Committee is responsible for making preliminary preparations for the decisions of the Remuneration and Assessment Committee, and providing the following relevant information of the Company:

- (i) The Company's performance against its main financial indicators and business objectives;
- (ii) The scope of work and main responsibilities of the Company's senior management;
- (iii) The performance against indicators within the performance appraisal system for the positions of Directors and senior management;
- (iv) The business performance of Directors and senior management in terms of business innovation and profit-generating capabilities;
- (v) The relevant calculation basis for formulating the Company's remuneration distribution plan and distribution methods based on the Company's performance.

Article 17 The Remuneration and Assessment Committee shall evaluate the performance of Directors and senior management and, based on the evaluation results and the remuneration distribution policy, propose the amount of remuneration and reward methods for Directors and senior management, which shall be submitted to the Company's Board of Directors after being approved by vote.

Article 18 The working group under the Remuneration and Assessment Committee is responsible for organizing and coordinating relevant departments or intermediary agencies to prepare the documents for the Remuneration and Assessment Committee meetings, and for ensuring their authenticity, accuracy and completeness.

Article 19 The working group under the Remuneration and Assessment 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 20 The Securities Department shall submit the meeting documents to the Chairperson of the Remuneration and Assessment Committee for review, and convene a meeting of the Remuneration and Assessment Committee in a timely manner after the review is passed.

Article 21 The Remuneration and Assessment Committee shall convene meetings to pass reports, resolutions or make recommendations, and report to the Company's Board of Directors in writing. For matters that require deliberation and approval by the Board of Directors or a shareholders' general meeting, the Remuneration and Assessment Committee shall submit proposals to the Board of Directors and carry out the approval procedures in accordance with relevant laws, regulations and the Articles of Association.

Article 22 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 Remuneration and Assessment Committee, they may provide written feedback to the Remuneration and Assessment Committee in a timely manner.

CHAPTER V RULES OF MEETING

Article 23 Meetings of the Remuneration and Assessment Committee shall be held from time to time as needed.

Article 24 Meetings of the Remuneration and Assessment Committee may be held in the form of on-site meetings, or by means of communication such as video, telephone, fax, or email, depending on the circumstances.

Article 25 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 26 A meeting of the Remuneration and Assessment Committee may be held only when two-thirds or more of the members are present.

Article 27 Members of the Remuneration and Assessment Committee may attend meetings in person, or may authorize other members to attend meetings and exercise voting rights on their behalf. A member of the Remuneration and Assessment Committee may, for each meeting, authorize only one other member to exercise voting rights on his/her behalf. If a member authorizes two or more persons to exercise voting rights on his/her behalf, such authorization shall be invalid.

Article 28 The Remuneration and Assessment Committee may, if it deems necessary, convene other persons related to the meeting's proposals to attend the meeting to provide information or express their opinions, but persons who are not members of the Remuneration and Assessment Committee shall have no voting rights on the proposals.

Article 29 The Remuneration and Assessment Committee meeting shall adopt the rule of centralized deliberation and sequential voting on the matters discussed, that is, after all proposals have been deliberated by all attending members, the proposals shall be voted on item by item in the order of deliberation.

Article 30 When the Remuneration and Assessment Committee votes on relevant matters, interested committee members shall abstain from voting.

Article 31 When the Remuneration and Assessment Committee votes, each member shall have one vote. A resolution of the Remuneration and Assessment Committee shall be passed by the consent of more than half of all members.

Article 32 When the Remuneration and Assessment 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 33 The resolutions passed at the meetings of the Remuneration and Assessment Committee, together with the voting results, shall be reported to the Company's Board of Directors in writing.

Article 34 Minutes shall be taken for meetings of the Remuneration and Assessment 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 35 Before the Company discloses the resolutions of the Remuneration and Assessment 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 36 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 terms of reference and the provisions of relevant national laws, administrative regulations, departmental rules, 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 37 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 38 These terms of reference, having been deliberated and approved 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.