

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

CHAPTER I GENERAL PROVISIONS

Article 1 To meet the strategic development needs of RoboTechnik Intelligent Technology Co., Ltd. (the “**Company**”), enhance its core competitiveness, determine its development plan, improve its investment decision-making procedures, strengthen the scientific nature of its decision-making, improve the efficiency and quality of major investment decisions, and perfect its corporate governance structure, the Board of Directors of the Company has specially established the Strategy 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 Strategy Committee is a specialized working organization established under the Board of Directors of the Company, and is mainly responsible for studying and making recommendations on the Company’s long-term development strategy and major investment decisions.

Article 3 The Securities Department of the Company is the administrative office of the Strategy Committee, responsible for day-to-day liaison and meeting organization. An investment review sub-group shall be established under the Strategy Committee, responsible for making preliminary preparations for the decisions of the Strategy Committee and providing relevant information of the Company.

CHAPTER II COMPOSITION

Article 4 The Strategy Committee shall consist of three directors, including one independent director.

Article 5 Members of the Strategy 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 Strategy 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 Strategy 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 7 During the term of office of a member of the Strategy 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 Strategy Committee may resign before the expiration of their term of office, and shall submit a written resignation report to the Board of Directors.

Article 8 If the number of members of the Strategy 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 Strategy Committee reaches two-thirds of the prescribed number, the Strategy Committee shall suspend the exercise of the duties and powers stipulated in these terms of reference.

Article 9 The Strategy Committee shall have one Chairperson (Convener), who shall be the Chairman of the Company.

The Chairperson shall preside over the Committee, and convene and preside over its meetings. When the Chairperson is unable or fails to perform his/her duties, he/she shall designate a member to perform his/her duties on his/her behalf. When the Chairperson neither performs his/her duties nor designates another member to perform his/her duties on his/her behalf, any member may report the relevant situation to the Company's Board of Directors, and the Strategy Committee shall jointly elect a member to perform the duties of the Chairperson on his/her behalf.

CHAPTER III DUTIES AND POWERS

Article 10 The main duties and powers of the Strategy Committee include:

- (i) to study and make recommendations on the Company's long-term development strategic planning;
- (ii) to study and make recommendations on major investment and financing plans that require approval by the Board of Directors as stipulated in the Articles of Association;
- (iii) to study and make recommendations on major capital operation and asset management projects that require approval by the Board of Directors as stipulated in the Articles of Association;

- (iv) to study and make recommendations on other major matters affecting the Company's development;
- (v) to inspect the implementation of the above matters;
- (vi) other matters authorized by the Board of Directors.

Article 11 The Strategy 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 12 When the Strategy Committee performs its duties, the relevant departments of the Company shall provide cooperation, and the expenses required shall be borne by the Company.

Article 13 The Strategy 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 14 The investment review sub-group under the Strategy Committee shall be responsible for the preliminary preparations for the Strategy Committee's decisions, and for providing relevant decision-making materials such as preliminary feasibility reports to the Strategy Committee.

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

Article 16 The investment review sub-group under the Strategy 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 Strategy Committee for review, and convene a meeting of the Strategy Committee in a timely manner upon approval.

Article 18 The Strategy Committee shall convene meetings to discuss the proposals submitted by the investment review sub-group, and shall submit the results of the discussions to the Board of Directors, while providing feedback to the investment review sub-group.

Article 19 The Strategy 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 Strategy 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 20 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 Strategy Committee, they may provide written feedback to the Strategy Committee in a timely manner.

CHAPTER V RULES OF MEETING

Article 21 The Company shall convene meetings of the Strategy Committee from time to time.

Article 22 Meetings of the Strategy 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 23 The Company shall notify all members at least three days prior to the convening of a Strategy Committee meeting, and the notice of meeting shall be issued by the Securities Department.

Article 24 A meeting of the Strategy Committee may be held only when two-thirds or more of the members are present.

Article 25 Members of the Strategy 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 Strategy Committee may only authorize one other member to exercise voting rights on his/her behalf at any one time. If two or more persons are authorized to exercise voting rights on his/her behalf, such authorization shall be invalid.

Article 26 The Strategy Committee may, if it deems necessary, invite other persons related to the proposals of the meeting to attend the meeting to present information or express their opinions, but persons who are not members of the Strategy Committee shall have no voting rights on the proposals.

Article 27 The Strategy 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 28 When the Strategy Committee votes on relevant matters, interested committee members shall abstain from voting.

Article 29 When the Strategy Committee votes, each member shall have one vote. A resolution of the Strategy Committee shall be passed by the consent of more than half of all members.

Article 30 When the Strategy 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 31 The proposals and voting results passed at the meetings of the Strategy Committee shall be reported to the Company's Board of Directors in writing.

Article 32 Minutes shall be taken for meetings of the Strategy Committee, and the members attending the meeting shall sign the minutes.

Article 33 The archives of the Strategy Committee meetings, including meeting notices and materials, attendance registers, powers of attorney for proxy attendance, ballots, and meeting minutes and resolutions as signed and confirmed by the attending members, shall be kept by the Securities Department. The archives of the Strategy Committee meetings shall be kept 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 34 Before the Company discloses the resolutions of the Strategy 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 35 For matters not covered in these terms of reference, they shall be handled in accordance with the provisions of relevant national laws, administrative regulations, departmental rules, normative documents and the Articles of Association. If these terms of reference conflict with any laws, administrative regulations, departmental rules, or normative documents promulgated by the state, or with the Articles of Association, the provisions of the relevant national laws, administrative regulations, departmental rules, normative documents, and the Articles of Association shall prevail.

Article 36 These terms of reference shall be revised and interpreted by the Company's Board of Directors.

Article 37 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.