

ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD.

Terms of Reference of the Remuneration and Appraisal Committee

Chapter I General Provisions

Article 1 To further develop and refine the performance assessment and compensation management system for directors (“**Directors**”)(other than independent non-executive Directors) and senior management of ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD. (the “**Company**”), and to strengthen the corporate governance structure, the board of directors (the “**Board**”) hereby establishes the remuneration and appraisal committee (the “**Remuneration and Appraisal Committee**” or the “**Committee**”) and adopts these terms of reference (the “**Terms of Reference**”) in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Articles of Association of ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD. (the “**Articles of Association**”) and other relevant provisions.

Article 2 The Remuneration and Appraisal Committee is a specialized working body under the Board, composed of the Directors. It is primarily responsible for developing assessment standards and conducting assessments for the Directors and senior management; formulating and reviewing compensation policies and plans for the Directors and senior management; and it reports to and is accountable to the Board.

Article 3 For the purposes of the Terms of Reference, the term “Directors” means the chairman of the Board and Directors who receive compensation from the Company, and the term “senior management” means the general manager, deputy general managers, chief financial officer and board secretary of the Company appointed by the Board.

Article 4 All resolutions adopted by the Remuneration and Appraisal Committee shall comply with applicable laws, administrative regulations, the Articles of Association, relevant policies of the Board and the Terms of Reference. Any resolution of the Remuneration and Appraisal Committee that contravenes applicable laws, administrative regulations, the Articles of Association, relevant policies of the Board of Directors or the Terms of Reference shall be null and void.

Chapter II Composition of Members

Article 5 The Remuneration and Appraisal Committee shall consist of four Directors, with independent non-executive Directors making up a majority.

Article 6 Members of the Remuneration and Appraisal Committee shall be nominated by the chairman of the Board, more than one-half of the independent non-executive Directors or one-third of all Directors, and elected by the Board.

Article 7 The Remuneration and Appraisal Committee shall have one chairman (convenor), who shall be an independent non-executive Director and oversee the work of the Committee. The chairman shall be elected from among the members and approved by the Board.

The chairman of the Remuneration and Appraisal Committee shall convene and preside over meetings of the Committee. If the chairman is unable to perform his/her duties, he/she shall appoint another member (an independent non-executive Director) to act on his/her behalf. If the chairman neither performs his/her duties nor appoints a substitute, more than one-half of the members may elect a member to exercise the chairman's powers and shall promptly report such matter to the Board.

Article 8 The term of office of the Remuneration and Appraisal Committee shall be consistent with that of the Board. Members of the Committee whose terms expire may be re-elected and reappointed. Any member who ceases to serve as a Director during his/her term shall automatically lose his/her membership, and the Board shall fill the vacancy in accordance with Articles 5 to 7 above.

If the number of members of the Remuneration and Appraisal Committee falls below the required threshold due to resignation, removal or other reasons, the Board shall promptly elect new members to fill the vacancies.

Members of the Committee may be adjusted during their term of office upon the proposal of the chairman of the Board and approval by the Board.

Article 9 Members of the Remuneration and Appraisal Committee may tender their resignation to the Board before the expiration of their term. The resignation letter shall set forth the reasons for resignation and any matters requiring the attention of the Board.

Article 10 A working group shall be established under the Remuneration and Appraisal Committee, which shall be responsible for providing the Company's operational information and data on personnel subject to assessment, preparing for meetings of the Remuneration and Appraisal Committee, and implementing the Committee's resolutions.

Chapter III Duties and Powers

Article 11 The primary duties and powers of the Remuneration and Appraisal Committee are as follows:

- (1) Developing compensation plans and programs based on the scope, responsibilities and importance of management positions for directors and senior management, as well as compensation levels of comparable positions in relevant peer enterprises;

- (2) Compensation plans and programs shall include, without limitation, performance evaluation criteria, procedures and core evaluation systems, and major reward and punishment schemes and systems;
- (3) Reviewing the performance of the Company's directors (other than the independent non-executive Directors) and senior management and conducting annual performance evaluations;
- (4) Supervising the implementation of the Company's compensation system;
- (5) Other matters authorized by the Board.

Article 12 The Board reserves the right to reject any compensation plan or program that harms the interests of shareholders.

Article 13 The compensation plan for the Directors proposed by the Remuneration and Appraisal Committee shall be submitted to the Board for approval and then to the general meeting of shareholders for deliberation and adoption before implementation. The compensation distribution plan for the Company's senior management shall be submitted to the Board for approval.

Chapter IV Decision-Making Procedures

Article 14 The working group under the Remuneration and Appraisal Committee shall complete preliminary preparatory work for the Committee's decision-making and provide relevant information of the Company as follows:

- (1) Key financial indicators of the Company and the completion status of its business objectives;
- (2) The scope of work and primary responsibilities of the Company's senior management;
- (3) The completion status of indicators in the job performance evaluation system for directors and senior management;
- (4) Business performance of Directors and senior management of the Company in terms of business innovation and profitability capacity;
- (5) Relevant calculation support for formulating the Company's compensation distribution plans and methods based on corporate performance.

Article 15 The Remuneration and Appraisal Committee shall follow the procedures below to assess Directors and senior management of the Company:

- (1) The Directors and senior management of the Company shall submit work reports and self-assessments to the Remuneration and Appraisal Committee;
- (2) The Committee shall conduct performance evaluations of Directors and senior management of the Company in accordance with performance evaluation criteria and procedures;
- (3) The Committee shall propose compensation amounts and incentive methods for Directors and senior management of the Company based on performance evaluation results and compensation policies, and submit such proposals to the Board after approval by voting.

Chapter V Rules of Procedure

Article 16 The Remuneration and Appraisal Committee shall hold at least one meeting each year, and all members shall be notified three days prior to the meeting. In case of an emergency requiring an immediate extraordinary meeting, notice may be given by communication, email or fax one day before the meeting; provided that the chairman shall explain the situation at the meeting and provide sufficient basis for members to exercise their voting rights.

Article 17 A meeting of the Remuneration and Appraisal Committee shall be valid only if attended by two-thirds or more of the members. Each member shall have one vote, and resolutions adopted at the meeting must be approved by a majority of all members.

Article 18 If a member of the Committee cannot attend a meeting for any reason, such member may submit a signed power of attorney to appoint another member to attend the meeting and vote on his/her behalf. The power of attorney shall clearly specify the scope and term of authorization. No member may accept a proxy from more than one other member.

Article 19 Voting at Committee meetings shall be conducted by a show of hands or by ballot. Meetings may also be held by way of communication resolution.

Article 20 The Remuneration and Appraisal Committee may invite the Directors and senior management of the Company to attend its meetings as non-voting attendees when necessary.

Article 21 When necessary, the Committee may engage third-party intermediaries to provide professional advice for its decision-making, and the Company shall bear all relevant expenses.

Article 22 The convening procedures and voting methods of Committee meetings, as well as the compensation policies and distribution plans adopted at such meetings, shall comply with applicable laws, administrative regulations, the Articles of Association and the Terms of Reference.

Article 23 Meeting minutes shall be kept for all Committee meetings. All members present at the meeting shall sign the minutes, which shall be retained by the board secretary of the Company.

Article 24 All approved proposals and voting results of Committee meetings shall be reported to the Board in writing.

Article 25 All members present at a meeting shall keep confidential regarding the matters discussed and shall not disclose any relevant information without proper authorization.

Article 26 When the Committee discusses matters involving a member, the relevant member shall abstain from deliberation and voting. If a valid deliberative outcome cannot be conducted due to such abstention, the relevant matters shall be deliberated directly by the Board of Directors.

Chapter VI Supplementary Provisions

Article 27 The Terms of Reference shall take effect on the date of adoption by resolution of the Board.

Article 28 Matters not covered by the Terms of Reference shall be governed by the relevant applicable national laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rule**”), other regulatory rules of the Company’s listing venue, and the Articles of Association. If any rules of the Terms of Reference conflict with any laws, administrative regulations, the Listing Rules, other regulatory rules of the Company’s listing venue enacted in the future, or the Articles of Association amended through legal procedures, the Board shall amend the Terms of Reference accordingly, and the amended Terms of Reference shall take effect upon deliberation and approval by the Board.

Article 29 The Terms of Reference shall be formulated, amended and interpreted by the Board of Directors.

ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD.

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