

ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD.

Terms of Reference of the Nomination Committee

Chapter I General Provisions

Article 1 To establish and standardize the selection criteria and procedures for directors (“**Directors**”) and senior management of ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD. (the “**Company**”) and improve the corporate governance structure, the board of Directors (the “**Board**”) hereby establishes the nomination committee (the “**Nomination Committee**” or the “**Committee**”) and adopts these terms of reference (the “**Terms of Reference**”) pursuant to 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 applicable provisions, in light of the Company’s actual circumstances.

Article 2 The Nomination Committee is a specialized working body established by the Board. It is accountable to the Board and reports directly to the Board. Its primary role is to review the selection procedures, criteria and qualification requirements for Directors and senior management of the Company, and to provide recommendations to the Board.

For the purpose of the Terms of Reference, “other senior management” means the deputy general managers, the chief financial officer and the board secretary of the Company.

Article 3 The Nomination Committee shall adopt resolutions in compliance with applicable laws, administrative regulations, the Articles of Association, relevant policies of the Board and the Terms of Reference. Any resolution that violates the foregoing provisions shall be null and void.

Chapter II Composition of Members

Article 4 The Nomination Committee shall consist of four (4) Directors, with independent non-executive Directors constituting a majority. The Nomination Committee shall comprise at least one Director in different gender.

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

Article 6 The Nomination Committee shall have one (1) chairman (convener), who shall be an independent director and shall preside over the work of the Committee. The Chairman shall be elected from among the members and approved by the Board.

The chairman shall convene and preside over meetings of the Nomination Committee. If the chairman is unable or fails to perform his/her duties, he/she shall appoint another member (who must be an independent non-executive Director) to act on his/her behalf. If the chairman neither performs his duties nor appoints a designee, more than one-half of the members may elect a member to act as chairman and promptly report the matter to the Board.

Article 7 Members of the Nomination Committee shall serve terms consistent with those of the Directors and may be re-elected upon expiration. Any member who ceases to serve as a Director shall automatically forfeit their membership, and the Board shall fill such vacancies in accordance with Articles 4 through 6 above.

If the membership of the Nomination Committee falls below the required number due to resignation, removal or other reasons, the Board shall promptly elect new members to restore the required composition.

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

Article 8 Members of the Nomination Committee may resign prior to the expiration of their term by submitting a resignation to the Board. The resignation shall clearly state the reasons for resignation and any matters that require the attention of the Board.

Article 9 The board secretary of the Company shall be responsible for daily liaison, meeting arrangements, document preparation, record keeping and follow-up on resolutions of the Nomination Committee. The management and relevant departments of the Company shall provide full cooperation to the Nomination Committee in the performance of its duties.

Chapter III Responsibilities and Authority

Article 10 The Nomination Committee shall perform the following duties:

- (1) Advise the Board on the size and composition of the Board based on the Company's operating conditions, asset scale and equity structure;
- (2) Research and propose selection criteria and procedures for Directors and senior management of the Company;
- (3) Identify and make recommendations on qualified candidates for Directors and senior management of the Company;
- (4) Review and make recommendations on candidates for Directors and senior management of the Company;
- (5) Such other powers and functions as may be granted by the Board.

Article 11 The Nomination Committee is accountable to the Board, and all proposals of the Committee shall be submitted to the Board for review and final decision.

Chapter IV Working Procedures

Article 12 The selection and appointment procedures for Directors, the general manager and other senior management shall be as follows:

- (1) The Nomination Committee shall consult with relevant departments of the Company to assess the Company's needs for new Directors, the general manager and other senior management, and prepare supporting written materials;
- (2) The Nomination Committee shall identify and source qualified candidates for Directors, the general manager and other senior management from within the Company, its subsidiaries or joint ventures and the external talent market;
- (3) Gather comprehensive background information on preliminary candidates, including their professional background, academic qualifications, professional titles, detailed work experience and all concurrent positions, and compile written documentation;

- (4) Obtain written consent from nominees prior to putting them forward; nominees who do not provide consent shall not be proposed as candidates for Directors, the general manager or other senior management;
- (5) Convene a meeting of the Nomination Committee to conduct qualification reviews of preliminary candidates against the eligibility requirements for Directors, the general manager and other senior management;
- (6) One to two months before the election of new Directors and the appointment of the new general manager and other senior management, submit recommendations and supporting materials for Director candidates and proposed appointees for the general manager and other senior management to the Board;
- (7) Complete all follow-up work in line with the decisions and feedback of the Board.

Chapter V Procedural Rules

Article 13 The Nomination Committee shall meet as the Company's business requires, and shall notify all members and invited attendees at least three days in advance of each meeting. In the event of an emergency requiring the prompt convening of an extraordinary meeting, notice may be issued by communication, email or fax one day prior to the meeting; provided that the chairman shall explain the emergency situation at the meeting and provide sufficient information for members to exercise their voting rights.

A meeting of the Nomination Committee shall be duly convened only when at least two-thirds of the members are present. Each member shall have one vote, and resolutions adopted at the meeting shall require the approval of a majority of all members. Meetings shall be convened and presided over by the chairman.

Article 14 Voting at meetings of the Nomination Committee shall be conducted by show of hands or written ballot; meetings may also be conducted by way of communication resolution without a physical meeting.

Article 15 Members of the Nomination Committee shall attend meetings in person and express clear views on matters under review. Any member unable to attend in person may submit a signed power of attorney to appoint another member to attend and vote on their behalf. The power of attorney shall clearly set out the scope and term of authorization, and no member may accept more than one proxy at any meeting.

Article 16 The Nomination Committee may, as it deems necessary, invite representatives of external audit firms, internal auditors, financial personnel, legal advisors and other relevant professionals to attend Committee meetings and provide necessary information and advice.

Article 17 Detailed minutes shall be prepared for all meetings of the Nomination Committee. All members and other attendees shall sign the meeting minutes, which shall be retained and maintained by the board secretary of the Company .

Article 18 Proposals approved and voting results from meetings of the Nomination Committee shall be submitted to the Board in written form.

Article 19 All persons attending a meeting of the Nomination Committee shall be bound by a strict confidentiality obligation regarding matters discussed at the meeting, and shall not disclose any relevant information without proper authorization.

Article 20 Any member of the Nomination Committee who has a material interest in a matter under discussion shall abstain from deliberation and voting. If a valid deliberative outcome cannot be achieved due to such abstention, the relevant matter shall be considered and decided directly by the Board.

Chapter VI Supplementary Provisions

Article 21 The Terms of Reference shall take effect on the date of adoption by resolution of the Board.

Article 22 Matters not addressed in the Terms of Reference shall be governed by applicable national laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), other regulatory rules of the listing venue of the Company’s shares and the Articles of Association. If the Terms of Reference conflict with any future laws, regulations, the Listing Rules or duly revised Articles of Association, the Board shall amend the Terms of Reference accordingly, and the amended provisions shall take effect upon approval by the Board.

Article 23 The Terms of Reference shall be formulated, amended and interpreted by the Board.

ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD.

April 17, 2026