

Beijing DeepZero Technology Co., Ltd.

Terms of Reference of the Remuneration and Appraisal Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 To further establish and enhance the appraisal and remuneration management system for directors and senior management personnel of Beijing DeepZero Technology Co., Ltd. (hereinafter referred to as the “**Company**”), and improve the corporate governance structure, the Remuneration and Appraisal Committee (hereinafter referred to as the “**Committee**”) of the Board of Directors (the Board) of the Company is established with these Terms of Reference in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), the Articles of Association of Beijing DeepZero Technology Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), the Rules of Procedure of the Board of Directors and other relevant laws, regulations, regulatory documents and regulatory rules.

Article 2 The Committee is a specialized working body under the Board, mainly responsible for formulating the appraisal standards and conducting appraisal for the Company’s directors and senior management personnel, and formulating and reviewing the remuneration policies and schemes for the Company’s directors and senior management personnel. The Committee shall be accountable to and report its work to the Board.

Article 3 For the purpose of these Terms of Reference, directors refer to all directors of the Company, and senior management personnel refers to the general manager, deputy general managers, the chief financial officer, the secretary to the Board and other senior management personnel as specified in the Articles of Association.

Article 4 These Terms of Reference shall apply to the Committee and the relevant personnel and departments mentioned herein.

Chapter 2 Composition and Executive Body of the Committee

Article 5 The Committee shall consist of no less than three directors, a majority of whom shall be independent non-executive directors.

Article 6 Members of the Committee shall be nominated by the chairman of the Board and appointed by the Board upon approval by more than half of all the directors.

Article 7 The Committee shall have a chairperson who shall be an independent non-executive director. The chairperson shall be nominated by the chairman of the Board and appointed upon approval of the Board.

Article 8 The term of office of the Committee shall be the same as that of the corresponding session of the Board, and the term of office of members of the Committee shall be the same as that of the directors. Members may be re-elected for consecutive terms upon the expiration of their terms. Should a member of the Committee cease to be a director of the Company, or should a member who shall be an independent non-executive director no longer meet the independence requirements set forth in the Hong Kong Listing Rules during his/her term of office, his/her membership on the Committee shall terminate automatically. Prior to the expiration of a member's term of office, such member shall not be removed from office without cause, unless circumstances arise that render him/her ineligible to serve as stipulated by laws and regulations, the Articles of Association, the regulatory rules of the place where the Company's shares are listed, or these Terms of Reference.

Article 9 If a member of the Committee submits a resignation to the Board prior to the expiration of his/her term of office, the resignation report shall include a necessary explanation of the reasons for resignation and any matters requiring the attention of the Board. When the number of members of the Committee falls below the minimum required by these Terms of Reference, the departing member shall continue to fulfill his/her relevant duties until a successor appointed by the Board has assumed office.

Article 10 Upon proposal by the chairman of the Board and discussion and approval by the Board, adjustments may be made to the members of the Committee during their terms of office.

Article 11 A member of the Committee may hold membership of other special committees under the Board provided that he/she is able to perform his/her duties.

Article 12 If the number or composition of members of the Committee fails to meet the requirements as provided herein, the Board shall arrange for making up the shortfall in accordance with the provisions in these Terms of Reference or the Articles of Association.

Article 13 The secretary to the Board, acting as the Committee's executive body, shall provide support and services to the Committee and undertake relevant work assigned by the Committee.

Chapter 3 Duties of the Committee

Article 14 The primary duties of the Committee shall include:

- (I) to formulate the appraisal standards and conducting appraisal for directors and senior management personnel, and make recommendations to the Board on the following matters:
1. remuneration policies and structure for all directors and senior management personnel;
 2. establishment of a formal and transparent procedure for developing remuneration policies;
 3. review and/or approval of matters related to share plans as described in Chapter 17 of the Hong Kong Listing Rules, including the establishment or amendment of equity incentive plans, employee stock ownership plans, the granting of rights to incentive recipients, and the fulfillment of conditions for exercising such rights;

4. other matters specified in laws, regulations, the Hong Kong Listing Rules and other relevant regulatory rules of the listing place;
- (II) to review and approve management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (III) to determine with delegated responsibility, the remuneration packages of all the executive directors and senior management personnel. This should include benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);
- (IV) to make recommendations to the Board on the remuneration of non-executive directors;
- (V) to consider requirements of relevant laws and regulations, salaries paid by comparable companies, time commitment and responsibilities of directors and senior management personnel, employment conditions elsewhere in the group and desirability of performance-based remuneration, etc.;
- (VI) to formulate performance appraisal and management methods for senior management personnel, develop appraisal schemes and determine appraisal targets;
- (VII) to review and approve performance-based remuneration by reference to the Company's objectives as may be determined from time to time by the Board;
- (VIII) to review and approve compensation payable to executive directors and senior management personnel for any loss or termination of office or appointment to ensure that it is determined based on relevant contractual terms and is otherwise fair and reasonable and not excessive, without imposing an excessive burden on the Company;
- (IX) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are determined based on relevant contractual terms and are otherwise reasonable and appropriate;
- (X) to supervise performance appraisal of the heads of the Company's internal departments, branches and subsidiaries, and assessment of their remuneration level;
- (XI) to ensure that no directors or none of their associates (as defined in the Hong Kong Listing Rules) are involved in deciding their own remuneration;
- (XII) to examine the performance of duties by relevant directors and senior management personnel and evaluate their annual performance;
- (XIII) to study the Company's policies and proposals in relation to salary, welfare, rewards and penalties, make recommendations to the Board and supervise the implementation of such policies and proposals;
- (XIV) to be entitled to appoint professional bodies to provide assistance in the exercise of the above powers;
- (XV) other powers granted by laws, regulations, the Hong Kong Listing Rules and other relevant regulatory rules of the listing place, these Terms of Reference and the Board.

Article 15 Duties of the chairperson of the Committee shall include:

- (I) to convene and preside over regular and extraordinary meetings of the Committee;
- (II) to supervise and examine the work of the Committee and the implementation of resolutions of the Committee;
- (III) to sign relevant documents of the Committee;
- (IV) to report the work of the Committee to the Board;
- (V) The chairperson of the Remuneration and Appraisal Committee shall attend the annual general meeting (if the chairperson of the Remuneration and Appraisal Committee is unable to attend the meeting, another member of the Remuneration and Appraisal Committee shall attend the meeting, or if such member is unable to attend the meeting, a duly appointed representative of such member shall attend the meeting) and answer questions at the meeting regarding the work and responsibilities of the Remuneration and Appraisal Committee;
- (VI) other duties required by laws, regulations, the Hong Kong Listing Rules and other relevant regulatory rules of the listing place, these Terms of Reference and the Board.

Article 16 The primary duties of the members shall include:

- (I) to attend meetings of the Committee punctually, express opinions on matters discussed at the meetings, and exercise voting rights;
- (II) to propose agenda items for discussion at the meetings of the Committee;
- (III) to attend relevant meetings of the Company as non-voting delegates or visitors, conduct surveys and research and collect relevant information such as reports, documents and materials for the purpose of discharging their duties;
- (IV) to fully understand the duties of the Committee and those of himself/herself as a member of the Committee and acquaint himself/herself with the operation, management, business activities and development of the Company in relation to his/her duties to ensure his/her capacity for discharging duties;
- (V) to ensure sufficient time and energy to fulfill their duties;
- (VI) other powers granted by laws, regulations, the Hong Kong Listing Rules and other relevant regulatory rules of the listing place, these Terms of Reference and the Board.

Article 17 The secretary to the Board shall be responsible for making preliminary preparation for decision-making by the Committee and providing information on the following relevant aspects of the Company:

- (I) the fulfillment of the Company's major financial indicators and business objectives;
- (II) the assigned scope of work and main duties of the Company's senior management personnel;
- (III) the fulfillment of the indicators in the performance appraisal for the positions of directors and senior management of the Company;
- (IV) the relevant calculation basis for the Company's proposed remuneration allocation plan in accordance with the Company's performance.

Chapter 4 Meetings of the Committee

Article 18 The meetings of the Committee shall include regular meetings and extraordinary meetings.

Article 19 Regular meetings shall be convened at least once a year, and all members shall be notified in writing three days prior to the meeting.

Article 20 The Committee shall convene extraordinary meetings as and when necessary. The chairperson of the Committee shall issue a notice to convene a meeting within three days from the occurrence of any of the following circumstances:

- (I) when deemed necessary by the Board;
- (II) when deemed necessary by the chairperson of the Committee;
- (III) when proposed by two or more members.

Article 21 The secretary to the Board shall be responsible for delivering the notice of meeting in writing to all members and any other persons invited to attend the meeting as non-voting delegates three days prior to the meeting (except in special circumstances where the requirement of a prior notice is exempted, provided that the meeting presider shall provide an explanation at the meeting). The notice of meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice, name and contact information of the contact person of the meeting and other relevant information.

Article 22 Upon receipt of the notice, members of the Committee shall promptly confirm and provide feedback on the relevant information (including but not limited to whether they will attend the meeting, their schedule arrangements, etc.) in an appropriate manner.

Article 23 All members of the Committee shall attend the meeting in person. In the event that a member is unable to attend a meeting in person for any reason, the said member may submit a power of attorney signed by him/her, authorizing another member to attend the meeting and express opinions on his/her behalf. The power of attorney shall specify the scope and duration of authorization. A member may only appoint one other member to exercise the right to vote on his/her behalf at any given time. Where a member authorizes two or more other members to exercise the voting right on his/her behalf, such authorization shall be invalid. Moreover, no member shall accept such authorization from two or more other members concurrently.

Any member attending the meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member does not attend a meeting in person or authorize another member to exercise the rights on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting in writing his/her opinion with respect to any matter on the meeting agenda, provided that such written opinion shall be submitted to the secretary to the Board no later than the convening of the meeting.

Article 24 If a member of the Committee does not attend a meeting of the Committee in person or authorize another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting on two consecutive occasions, or the attendance of any member at meetings of the Committee in person is less than three-quarters of the total number of meetings held within one year, such member shall be deemed incapable of performing the duties of the Committee, and the Board may adjust the composition of the Committee in accordance with these Terms of Reference.

Article 25 The quorum of a Committee meeting shall be the presence of two-thirds of the members. Meetings of the Committee shall be presided over by the chairperson. Where the chairperson is unable to attend the meeting, he/she may authorize another member to preside over the meeting. If the chairperson of the Committee fails to perform his/her duties and does not designate another member to perform such duties on his/her behalf, any member may report the relevant circumstances to the Board, which shall designate a member (who is an independent non-executive director) to perform the duties of the chairperson.

Chapter 5 Procedures of Meetings

Article 26 Each member of the Committee shall be entitled to one vote. A resolution of the meeting shall be passed by a simple majority of the votes of all members. In the event that the meeting fails to reach a valid resolution due to the abstention of any member, the relevant matter shall be considered directly by the Board.

Article 27 Meetings of the Committee shall be held in the form of on-site meetings in general, and voting shall be conducted by a show of hands or by poll. Under special circumstances, on the premise that the members of the Committee are able to sufficiently express their opinions, meetings may be held by means of correspondence with the consent of the chairperson of the Committee. Where a meeting is conducted by means of correspondence, members of the Committee shall submit to the Board their written opinions with respect to the matters to be discussed within the period prescribed by the notice of meeting.

Article 28 All items on the agenda shall be studied and discussed during the meeting of the Committee, and the members of the Committee shall explicitly, independently and fully express their opinions based on their own judgment. Any different opinions shall be stated in the meeting minutes to be presented to the Board.

Article 29 The Committee may invite directors, related senior management personnel, relevant experts from the Company or society, scholars, intermediary agencies and other relevant persons to sit in on a meeting. Such persons being invited shall provide explanations and clarifications as requested by the members of the Committee.

Article 30 Where necessary, the Committee may, upon approval by the Board, seek professional advice from external professional personnel or organizations. Any reasonable cost so incurred shall be borne by the Company.

Article 31 If a member of the Committee is interested in any matter being considered by the Committee, such member shall abstain from the discussion and voting of such matter.

Article 32 All persons attending the meetings shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorization.

Chapter 6 Minutes and Summary of the Committee Meetings

Article 33 Minutes shall be kept for all meetings of the Committee, which shall be prepared by the executive body of the Committee and shall contain the following information:

- (I) meeting number, convening method, date, venue, and name of the presider;
- (II) attendance in person and by proxy as well as absences;
- (III) names and positions of non-voting participants;
- (IV) agenda items of the meeting;
- (V) key points of remarks made by the members and relevant non-voting participants;
- (VI) name of the minute-taker;
- (VII) abstention of any interested member (if applicable), which shall be specified in the meeting minutes or resolutions.

Members present at a meeting of the Committee shall sign the minutes.

Article 34 After a meeting of the Committee is convened, the secretary to the Board shall prepare a meeting summary recording the considerations and discussions of the meeting. Copies of the meeting summary shall be submitted to the Board and sent to the members of the Committee, the secretary to the Board and other relevant departments and persons.

If the Board does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, the Board resolution shall record the views of the Remuneration and Appraisal Committee and the specific reasons for not adopting the recommendations, and such information shall be disclosed accordingly.

Article 35 Meeting minutes, meeting summary, powers of attorney, written opinions of the members of the Committee and other materials of the meeting shall be managed by the secretary to the Board in accordance with relevant regulations.

Chapter 7 Supplementary Provisions

Article 36 Unless otherwise specified, the terms used herein shall have the same meaning ascribed thereto under the Articles of Association.

Article 37 For any matters not covered herein, or in the event of any contradiction with laws, administrative regulations, regulatory documents, the Hong Kong Listing Rules and other relevant regulatory rules of the listing place promulgated after these Terms of Reference take effect or the Articles of Association as amended under lawful procedures, such relevant national laws, administrative regulations, regulatory documents, the Hong Kong Listing Rules and other relevant regulatory rules of the listing place and the Articles of Association shall apply. Amendments to these Terms of Reference shall be made forthwith and submitted to the Board for consideration and approval.

Article 38 These Terms of Reference have been considered and approved by the Board, and shall become effective from the date on which the Company's overseas listed foreign shares are listed and traded on The Stock Exchange of Hong Kong Limited.

Article 39 The rights of interpretation and amendment of these Terms of Reference shall be vested in the Board.

Article 40 In the event that both Chinese and English versions of these Terms of Reference exist, the Chinese version shall prevail in case of any discrepancy between the two versions.