

**ROKAE (SHANDONG) ROBOTICS GROUP INC.**

**Terms of Reference for the Remuneration and Appraisal Committee  
(For H Share)**

**June 2026**

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## **Terms of Reference for the Remuneration and Appraisal Committee**

### **(For H Share)**

#### **Chapter I General Provisions**

**Article 1** To further establish and improve the assessment and incentive mechanism for Directors and senior management of ROKAE (SHANDONG) ROBOTICS GROUP INC. (the “**Company**”), and to enhance the Company’s corporate governance structure, the Company hereby establishes the remuneration and appraisal committee (the “**Remuneration and Appraisal Committee**”) of the board of directors (the “**Directors**”) (the “**Board**”) and formulates these Terms of Reference in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and other applicable laws, administrative regulations, departmental rules, relevant regulatory rules (the “**Securities Regulatory Rules in the Place of Listing**”) of the securities regulatory authorities and stock exchanges in the place where the Company’s shares are listed (the “**Securities Regulatory Authorities in the Place of Listing**”), and the Articles of Association of ROKAE (SHANDONG) ROBOTICS GROUP INC. (the “**Articles of Association**”).

**Article 2** The Remuneration and Appraisal Committee is a special committee established under the Board. It is primarily responsible for establishing assessment standards for, and conducting assessments of, Directors and senior management; and for formulating and reviewing the remuneration policies and plans for the Directors and senior management. It is accountable to the Board.

**Article 3** For the purposes of these Terms of Reference, “Directors” means the chairman and Directors of the Company, and “senior management” means the general manager, deputy general managers, secretary to the Board, chief financial officer, and other personnel designated as senior management under the Articles of Association.

#### **Chapter II Composition**

**Article 4** The Remuneration and Appraisal Committee shall consist of three (3) Directors, of whom independent non-executive Directors shall constitute a majority.

**Article 5** Members of the Remuneration and Appraisal Committee shall be nominated by the chairman, a majority of the independent non-executive Directors, or one-third or more of all Directors, and shall be elected by the Board.

**Article 6** The Remuneration and Appraisal Committee shall have one (1) chairman (convener), who shall be an independent non-executive Director and shall preside over the work of the Remuneration and Appraisal Committee. The chairman shall be elected from among the Committee members and shall be appointed upon approval by the Board.

**Article 7** The term of office of the members of the Remuneration and Appraisal Committee shall coincide with that of the Board. Members may serve consecutive terms upon re-election. Should any member cease to serve as a Director of the Company during their term, they shall automatically lose their membership on the Committee, and the committee shall fill the vacancy in accordance with Articles 4 through 6 above.

### **Chapter III Duties and Authority**

**Article 8** The Terms of Reference of the Remuneration and Appraisal Committee shall include those set forth in the relevant code provisions of the Corporate Governance Code as contained in Appendix C1 to the Listing Rules (as amended from time to time).

**Article 9** The Remuneration and Appraisal Committee is responsible for establishing assessment standards for, and conducting assessments of, Directors and senior management, and for formulating and reviewing remuneration policies and plans, including remuneration determination mechanisms, decision-making processes, payment arrangements, and clawback or stop-payment provisions. The Committee shall make recommendations to the Board on the following matters:

- (1) remuneration of Directors and senior management;
- (2) formulation or amendment of equity incentive plans and employee stock ownership plans (including matters relating to share schemes under Chapter 17 of the Listing Rules), including conditions for grant of awards to incentive recipients and the satisfaction of exercise conditions;
- (3) arrangements for Directors and senior management to hold equity interests in proposed spun-off subsidiaries;
- (4) reviewing and approving management's remuneration proposals in line with the corporate policies and objectives set by the Board;
- (5) making recommendations to the Board on the remuneration of Directors and senior management;
- (6) considering compensation paid by comparable companies, time commitment and responsibilities required, and employment conditions of other positions within the Group;
- (7) reviewing and approving compensation payable to executive Directors and senior management in connection with loss or termination of office or appointment, to ensure such compensation is determined in accordance with the relevant contractual terms; or, if not so determined, that such compensation is fair and reasonable and not excessively burdensome to the Company;

- (8) reviewing and approving compensation arrangements relating to dismissal or removal of a Director for misconduct, to ensure such arrangements are determined in accordance with the relevant contractual terms; or, if not so determined, that such compensation is reasonable and appropriate;
- (9) ensuring that no Director or any of their associates (as defined in Rules 14A.12 and 14A.13 of the Listing Rules) participates in determining their own remuneration;
- (10) reviewing the performance of duties by the Company's Directors and senior management and conducting annual performance appraisals;
- (11) supervising the implementation of the Company's remuneration system;
- (12) other matters as required by laws, administrative regulations, the China Securities Regulatory Commission, the Hong Kong Stock Exchange, and the Articles of Association.

Where the Board does not adopt or does not fully adopt the Remuneration and Appraisal Committee's recommendations, the Board shall record in its resolutions the Remuneration and Appraisal Committee's opinion and the specific reasons for not adopting it, and shall make disclosure accordingly.

**Article 10** The Board has the authority to veto any remuneration plan or proposal that is detrimental to the interests of shareholders.

**Article 11** The Remuneration and Appraisal Committee shall express opinions on whether an equity incentive plan or employee stock ownership plan is conducive to the Company's sustainable development, whether it harms the interests of the Company or the legitimate rights and interests of minority shareholders, whether employee opinions were solicited prior to the plan's introduction, and whether the Company has used coercive or mandatory means to force employees to participate in the plan.

If the Remuneration and Appraisal Committee deems it necessary, it may recommend that the Company engage an independent financial advisor to provide professional opinions on the feasibility of the equity incentive plan or employee stock ownership plan, its impact on the Company's sustainable development, whether it harms the Company's interests, and its effects on shareholders' interests. If the Company does not follow such recommendation to engage an independent financial advisor, it shall provide a special explanation in this regard.

The Remuneration and Appraisal Committee shall exercise the relevant powers in relation to the Company's equity incentive matters in accordance with the Measures for the Administration of Equity Incentives of Listed Companies.

**Article 12** The Remuneration and Appraisal Committee shall publish its terms of reference on the websites of The Stock Exchange of Hong Kong Limited and the Company, explaining its role and the powers delegated to it by the Board.

**Article 13** The remuneration plan for Directors proposed by the Remuneration and Appraisal Committee shall be submitted to the Board for approval and then to the shareholders' meeting for final approval before implementation. The remuneration distribution plan for senior management shall be subject to approval by the Board.

**Article 14** The Remuneration and Appraisal Committee shall, on an annual basis, conduct a review of whether the decision-making procedures for the remuneration of Directors and senior management comply with applicable regulations, whether the determination bases are reasonable, whether they harm the interests of the Company and all shareholders, and whether the disclosure regarding Director and senior management remuneration in the annual report is consistent with the actual circumstances. The Committee shall prepare an inspection report and submit it to the Board.

#### **Chapter IV Appraisal Procedures**

**Article 15** The working group under the Remuneration and Appraisal Committee shall be responsible for preparing the groundwork for the Remuneration and Appraisal Committee's decision-making and providing the Company's relevant materials, including:

- (1) the Company's key financial indicators and the status of completion of operational targets;
- (2) the scope of responsibilities and key duties of each senior management member;
- (3) the status of completion of indicators under the performance appraisal system for Directors and senior management;
- (4) the business innovation capabilities and profit-generating performance of Directors and senior management;
- (5) the relevant calculation bases for formulating the Company's remuneration distribution plan and distribution methods based on the Company's performance.

**Article 16** The appraisal procedures for Directors and senior management conducted by the Remuneration and Appraisal Committee shall be as follows:

- (1) The Directors and senior management shall submit work reports and self-assessments to the Remuneration and Appraisal Committee of the Board;
- (2) The Remuneration and Appraisal Committee shall conduct performance appraisals of the Directors and senior management in accordance with performance evaluation standards and procedures;
- (3) Based on the results of the performance appraisals and the remuneration distribution policies, the Remuneration and Appraisal Committee shall propose the amount of remuneration and incentive methods for the Directors and senior management, and upon approval by vote, report the same to the Board.

## Chapter V Committee Meetings

**Article 17** The Remuneration and Appraisal Committee shall hold regular meetings and extraordinary meetings. Regular meetings shall be held at least twice a year. Extraordinary meetings may be convened upon the proposal of a majority of the Committee members or the chairman. Notice of a regular Committee meeting shall be given to all members three (3) days prior to the meeting. In case of urgency requiring an extraordinary meeting of the Remuneration and Appraisal Committee, the meeting notice may be given by telephone, oral communication, or other means at any time, provided that the chairman shall explain the circumstances at the meeting. The meeting shall be presided over by the chairman. If the chairman is unable to attend, they may designate another member (who shall be an independent non-executive Director) to preside.

**Article 18** A meeting of the Remuneration and Appraisal Committee shall be valid only if a majority of the members are present. Each member shall have one vote. Resolutions passed at a meeting must be approved by a majority of all members.

**Article 19** Voting at meetings shall be conducted by a show of hands or by ballot, and meetings may also be held by means of telecommunication.

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

**Article 21** The Remuneration and Appraisal Committee may, when it deems necessary, engage external professional advisors to provide professional opinions for its decision-making, and the costs thereof shall be borne by the Company.

**Article 22** When the Remuneration and Appraisal Committee discusses any matter involving a member of the Committee, the member concerned shall recuse themselves from the discussion.

**Article 23** The convening procedures, voting methods, and resolutions passed at meetings of the Remuneration and Appraisal Committee must comply with applicable laws, administrative regulations, departmental rules, securities regulatory rules in the place where the Company's shares are listed, the Articles of Association, and the Terms of Reference.

**Article 24** Minutes shall be taken of Committee meetings, and the members present shall sign the minutes. The opinions of independent non-executive Directors shall be recorded in the minutes. The minutes shall be kept by the Secretary to the Board and shall be retained for a period of no less than ten (10) years.

**Article 25** The resolutions and voting results of Committee meetings shall be reported to the Board in writing.

**Article 26** All members attending the meeting shall have a duty of confidentiality with respect to the matters discussed at the meeting and shall not disclose any relevant information without authorization.

## **Chapter VI Supplementary Provisions**

**Article 27** For purposes of the Terms of Reference, the term “above” includes the base number, while “more than” and “less than” exclude the base number.

**Article 28** Matters not covered by the Terms of Reference, or any provisions herein that are inconsistent with applicable national laws, administrative regulations, departmental rules, securities regulatory rules in the place where the Company’s shares are listed, or the Articles of Association, shall be governed by such laws, administrative regulations, departmental rules, securities regulatory rules, and the Articles of Association. If the Terms of Reference conflict with any subsequently promulgated laws, administrative regulations, departmental rules, securities regulatory rules in the place of listing, or the Articles of Association as amended through lawful procedures, the provisions of such laws, administrative regulations, departmental rules, securities regulatory rules, and the Articles of Association shall prevail.

**Article 29** The Terms of Reference shall be approved by the Board and shall become effective and operative on the date on which the Company’s H-shares are filed with the China Securities Regulatory Commission and listed on The Stock Exchange of Hong Kong Limited. Upon the effective date of the Terms of Reference, the existing Terms of Reference for the Remuneration and Appraisal Committee shall automatically cease to be effective.

**Article 30** The Terms of Reference shall be interpreted and amended by the Board.

**The Board of ROKAE (SHANDONG) ROBOTICS GROUP INC.  
June 2026**