

RIGOL Technologies Co., Ltd.
Terms of Reference of the Environmental, Social and Governance (ESG)
Committee

CHAPTER 1 GENERAL PROVISIONS

Article 1 The Board of Directors hereby establishes the ESG Committee (the “**ESG Committee**”) and adopts these Terms of Reference in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Code of Corporate Governance for Listed Companies, the Articles of Association of RIGOL Technologies Co., Ltd. (the “**Articles of Association**”) and other relevant provisions in order to improve the Environmental, Social and Governance (“**ESG**”) management system of RIGOL Technologies Co., Ltd. (the “**Company**”), enhance its sustainable development capability, comprehensively and proactively fulfil corporate social responsibility, participate in the development of a harmonious society, and achieve coordinated development between the Company and society.

Article 2 The ESG Committee aims to promote high-quality sustainable development of the Company and is primarily responsible for studying ESG-related matters and making recommendations thereon. The ESG Committee is a committee under the Board, subject to the supervision of the Board, and shall report to and be responsible to the Board.

CHAPTER 2 COMPOSITION

Article 3 The ESG Committee shall comprise five Directors.

Article 4 Members of the ESG Committee shall be nominated by the Chairman of the Board, more than one-half of the Independent Directors, or not less than one-third of all Directors, and shall be elected by the Board.

Article 5 The term of office of members of the ESG Committee shall be the same as that of the Board. Members may be re-elected upon expiry of their term. Where a member ceases to serve as a Director of the Company or becomes otherwise unsuitable to serve as a member, his/her membership shall automatically lapse, and the Board shall fill the vacancies in accordance with Articles 3 and 4 above.

Article 6 The ESG Committee shall have one Chairman (convener), who shall be responsible for presiding over the Committee's work. The Chairman shall be elected from among the members of the Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The principal duties of the ESG Committee include:

1. to study and make recommendations on the Company's sustainable development and ESG-related matters;
2. to review ESG-related reports and major matters of the Company, and to report and make recommendations to the Board;
3. such other matters as authorised by the Board and other matters required under the relevant laws and regulations.

Article 8 The ESG Committee shall be responsible to the Board, and its proposals shall be submitted to the Board for consideration and decision.

CHAPTER 4 RULES OF PROCEDURE

Article 9 The ESG Committee shall convene at least one meeting a year. When the convener of the ESG Committee considers it necessary, an extraordinary meeting may be convened. Notice shall be given to all members 3 days prior to the convening of the meeting. The meeting shall be chaired by the convener. Where the convener is unable to attend the meeting, he/she may appoint another member to chair the meeting. In case of an emergency requiring an urgent meeting to be convened for special reasons, the aforementioned notice period restriction may be waived.

Article 10 Voting at ESG Committee meetings may be conducted by show of hands, recorded vote, written correspondence, or any other method permitted under applicable laws and regulations.

Article 11 Where necessary, Directors, senior management, and relevant personnel involved in the matters under review may be invited to attend ESG Committee meetings as non-voting participants.

Article 12 The procedures for convening meetings, voting methods, and resolutions passed at meetings of the ESG Committee shall comply with the relevant laws, regulations, the Articles of Association and these Terms of Reference.

- Article 13** Meetings of the ESG Committee shall only be held with the attendance of more than two-thirds of the members; each member shall have one vote; resolutions passed at a meeting must be approved by more than one-half of all members. Where there are opposing opinions, the opinions of the members casting opposing votes shall be archived.
- Article 14** Minutes shall be prepared for ESG Committee meetings. Members attending the meeting shall sign the minutes. Meeting records shall be kept by the secretary to the Board.
- Article 15** Resolutions passed and voting results at meetings of the ESG Committee shall be reported to the Board of Directors of the Company in writing.
- Article 16** Members and other personnel attending the meetings shall be subject to confidentiality obligations in respect of matters discussed at the meetings and shall not disclose relevant information without permission.
- Article 17** Meetings of the ESG Committee may be held on-site or by telephone conference, video conference, or written circulation.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

- Article 18** For the purposes of these Terms, “above” and “prior to” shall include the number itself.
- Article 19** These Terms shall take effect upon approval by the Board.
- Article 20** Any matters not covered by these Terms of Reference shall be implemented in accordance with the provisions of relevant laws and regulations of the State and the Articles of Association; in the event that these Terms of Reference are inconsistent with any laws and regulations promulgated by the State in the future or the Articles of Association as amended through lawful procedures, the relevant laws and regulations of the State and the Articles of Association shall prevail.
- Article 21** The Board of Directors shall be responsible for the interpretation of these Terms.