

OneRobotics

OneRobotics (Shenzhen) Co., Ltd.

臥安機器人(深圳)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

TERMS OF REFERENCE OF THE REMUNERATION AND APPRAISAL COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further establish and improve the appraisal and remuneration management system for directors and senior management of OneRobotics (Shenzhen) Co., Ltd. (臥安機器人(深圳)股份有限公司) (the “**Company**”), and improve the corporate governance structure, the Company has established the remuneration and appraisal committee (the “**Remuneration and Appraisal Committee**”) of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company and formulated 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**”), the articles of association of the Company (the “**Articles of Association**”) and other relevant provisions.

Article 2 The Remuneration and Appraisal Committee is a specialized working body under the Board, which is mainly responsible for formulating the assessment standards and conducting relevant assessments for the Directors and senior management of the Company and formulating and reviewing the remuneration policies and proposals for the Directors and senior management of the Company.

Article 3 The senior management referred to in these terms of reference means the general manager, deputy general manager, chief financial officer, secretary to the Board, other senior management as stipulated in the Articles of Association and the same category of persons as mentioned in the annual report of the Company, who are appointed by the Board.

CHAPTER 2 COMPOSITION

Article 4 The Remuneration and Appraisal Committee shall comprise three members, a majority of whom shall be independent non-executive Directors.

Article 5 The Remuneration and Appraisal Committee shall have one chairperson (convener/chairperson), who shall be an independent non-executive Director. The chairperson shall be elected from the members, and the election shall be submitted to the Board for approval.

Article 6 The term of office of the Remuneration and Appraisal Committee shall be the same as that of the Board. Members of the Remuneration and Appraisal Committee shall be eligible for re-election and re-appointment upon expiry of his/her term of office. Any member who ceases to serve as a Director due to resignation or other reasons during the period shall be automatically disqualified as a member of the Remuneration and Appraisal Committee. The Board shall fill up the vacancy in a timely manner.

Article 7 The personnel department of the Company shall be responsible for providing information on the Company's operations and the relevant information on the personnel being appraised, and implementing the relevant resolutions of the Remuneration and Appraisal Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The Remuneration and Appraisal Committee is responsible for formulating the assessment standards and conducting relevant assessments for the Directors and senior management, formulating and reviewing the remuneration policies and proposals for the Directors and senior management, and making recommendations to the Board on the following matters:

- (I) making recommendations to the Board on the overall remuneration policy and structure for Directors' and senior management's remuneration and on the establishment of formal and transparent procedures for developing remuneration policy;
- (II) reviewing and approving management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (III) either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, which shall include benefits in kind, pension rights and compensation payments (including compensation payable for loss or termination of their office or appointment);
- (IV) making recommendations to the Board on the remuneration of non-executive Directors;
- (V) considering salaries paid by comparable companies, time commitment and responsibilities, and the employment conditions of elsewhere in the Group;
- (VI) reviewing and approving the compensation payable to the executive Directors and senior management for loss or termination of their office or appointment to ensure that such compensation is consistent with the contractual terms; if not, the compensation shall be fair and reasonable and not excessive;

- (VII) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are consistent with contractual terms and otherwise reasonable and appropriate;
- (VIII) ensuring that no Director or any of his/her associate(s) is involved in deciding his/her own remuneration;
- (IX) reviewing and/or approving the matters (if any) relating to share schemes under Chapter 17 of the Listing Rules;
- (X) other matters as required by laws, administrative regulations, the Listing Rules, the CSRC regulations and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record in the resolution of the Board the opinion of the Remuneration and Appraisal Committee and the specific reasons for its non-adoption, and disclose them.

Article 9 The Board has the right to veto remuneration policies and proposals that are detrimental to the interests of shareholders.

Article 10 The Remuneration and Appraisal Committee is responsible to the Board. The remuneration proposals proposed by the Remuneration and Appraisal Committee for the Directors shall be considered by the Board and submitted to the shareholders' meeting for approval; the remuneration proposals for the senior management of the Company shall be submitted to the Board for approval.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 11 The personnel department of the Company is responsible for making preliminary preparations for the decision-making of the Remuneration and Appraisal Committee and providing information of the Company on the following aspects:

- (I) provision of information on the fulfillment of the Company's major financial indicators and business objectives;
- (II) scope of work and major duties and responsibilities of the Company's senior management;
- (III) provision of fulfillment of the indicators in the performance appraisal system for the positions of Directors and senior management;
- (IV) provision of information on the business performance of the Directors and senior management in terms of their business innovation ability and profit-making ability;

- (V) provision of the relevant calculation basis for formulating the Company's remuneration distribution plan and distribution method based on the Company's performance.

Article 12 The appraisal procedures for the Directors and senior management of the Company by the Remuneration and Appraisal Committee for are as follows:

- (I) Directors and senior management of the Company shall make a presentation and self-evaluation to the Remuneration and Appraisal Committee;
- (II) The Remuneration and Appraisal Committee shall conduct performance evaluation of Directors and senior management in accordance with performance evaluation criteria and procedures;
- (III) The remuneration amount and reward method for Directors and senior management shall be proposed based on the results of the performance evaluation of the relevant positions and the remuneration distribution policy, and submitted to the Board upon approval by vote.

CHAPTER 5 RULES OF PROCEDURE

Article 13 The Remuneration and Appraisal Committee shall hold meetings not less than once a year. Such meetings shall be convened as required and on the proposal of the members of the Remuneration and Appraisal Committee, and shall be chaired by the chairperson of the Remuneration and Appraisal Committee. If the chairperson of the Remuneration and Appraisal Committee is unable or refuses to perform his/her duties, he/she shall designate another member to perform his/her duties. Where the chairperson of the Remuneration and Appraisal Committee neither performs his/her duties nor designates another member to perform his/her duties, any member may report the relevant situation to the Board, and the Board shall designate a member to perform the duties of the chairperson of the Remuneration and Appraisal Committee.

Article 14 The Remuneration and Appraisal Committee shall notify all members three days prior to the convening of a meeting. The notice may be delivered by fax, email, telephone, or by personal or mail delivery. If the meeting is urgently required to be convened as soon as possible, it may be exempted from the aforementioned limitation on the time of the meeting notice, and the meeting notice shall be delivered at any time by telephone or by other verbal means.

The meeting notice shall include at least the following contents:

- (I) the place and time of the meeting;
- (II) the meeting agenda, matters to be discussed and relevant detailed information;
- (III) the date on which the notice is delivered.

Article 15 Meetings of the Remuneration and Appraisal Committee shall be attended by members in person, and if a member is unable to attend in person for any reason, he/she may delegate another member in writing to attend the meeting on his/her behalf. A member who fails to attend a meeting of the Remuneration and Appraisal Committee or delegate a representative to attend the meeting shall be deemed to have waived his/her right to vote at such meeting. If a member fails to attend the meetings in person or to delegate another member to attend the meetings for two consecutive times, he/she shall be deemed unable to perform his/her duties and the chairperson of the Remuneration and Appraisal Committee shall propose the Board to remove the member. If a member delegates another member to attend a meeting and exercise the right to vote on his/her behalf, he/she shall submit a proxy form to the presiding officer of the meeting.

Article 16 Meetings of the Remuneration and Appraisal Committee shall be held only when more than two-thirds (inclusive) of the members are present. Each member shall have one vote. Resolutions made at the meeting must be approved by more than half of all the members. If the members of the Remuneration and Appraisal Committee are interested in matters discussed at the meeting, they shall be abstained from voting. If the members of the Remuneration and Appraisal Committee are unable to form an effective opinion due to such reason, the relevant matters shall be directly considered by the Board.

Article 17 If the members of the Remuneration and Appraisal Committee are interested in matters discussed at the meeting, they shall be abstained from voting. If the members of the Remuneration and Appraisal Committee are unable to form an effective opinion due to such reason, the relevant matters shall be directly considered by the Board.

Article 18 Meetings of the Remuneration and Appraisal Committee shall be convened in the form of on-site meetings, with voting by show of hands or by poll. If it is inconvenient to vote on-site under special circumstances, the meeting may be convened by voting through correspondence.

Article 19 The Remuneration and Appraisal Committee may invite Directors, supervisors and senior management of the Company to attend the meetings when necessary.

Article 20 The Remuneration and Appraisal Committee may engage intermediaries to provide professional opinions for its decision-making at the expense of the Company when necessary.

Article 21 The convening procedure, voting method of the meetings of the Remuneration and Appraisal Committee and the resolutions passed at the meetings must comply with the relevant requirements of relevant laws, regulations, the Listing Rules, the Articles of Association and these terms of reference.

Article 22 The Remuneration and Appraisal Committee shall keep meeting minutes, and members attending the meeting shall sign the meeting minutes. All documents of the meetings of the Remuneration and Appraisal Committee shall be kept by the secretary to the Board.

Article 23 The resolutions and the voting results adopted at the meetings of the Remuneration and Appraisal Committee shall be reported to the Board in writing. For resolutions on which it is really difficult to form a unified opinion, various different opinions shall be submitted to the Board and an explanation shall be made.

Article 24 Members present at the meeting are obliged to keep confidential the matters discussed at the meeting, and are not allowed to disclose relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 25 These terms of reference shall come into effect upon the date on which the overseas listed shares (H Shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange after being considered and approved by the Board.

Article 26 For matters not provided in these terms of reference or where these terms of reference are in conflict with the relevant laws, administrative regulations, normative documents, the Listing Rules and the Articles of Association, the relevant laws, administrative regulations, normative documents, the Listing Rules and the Articles of Association shall prevail.

Article 27 All references to “more than” in these terms of reference shall be inclusive of the stated figure.

Article 28 These terms of reference shall be interpreted by the Board.

Article 29 The amendments of these terms of reference shall become effective on the day when they are considered and approved by the Board.