

Guangdong Huayan Robotics Co., Ltd.

Terms of Reference of the Nomination Committee of the Board of Directors

Chapter I General Provisions

Article 1 In order to further establish and improve the selection standards and procedures for directors and senior management of Guangdong Huayan Robotics Co., Ltd. (hereinafter referred to as the “Company”), and perfect the corporate governance structure, the Company hereby establishes the Nomination Committee of the Board of Directors, and formulates these terms of reference in accordance with the provisions of the *Company Law of the People’s Republic of China* (hereinafter referred to as the “*Company Law*”), the *Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies*, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the “*Hong Kong Listing Rules*”) and other relevant laws, administrative regulations, departmental rules, normative documents and the *Articles of Association of Guangdong Huayan Robotics Co., Ltd.* (hereinafter referred to as the “*Articles of Association*”) and the *Rules of Procedure for the Board of Directors of Guangdong Huayan Robotics Co., Ltd.*

Article 2 The Nomination Committee is a specialized working body of the Board of Directors established in accordance with the *Articles of Association* and the *Hong Kong Listing Rules*, primarily responsible for considering on the selection procedures, standards and qualifications of the directors and senior management of the Company and making recommendations to the Board of Directors, and is accountable to the Board of Directors and reports its work to the Board of Directors.

Chapter II Composition

Article 3 The Nomination Committee shall consist of at least 3 directors, among which independent non-executive directors shall constitute the majority. The members of the Nomination Committee must include at least one director of a different gender.

Article 4 The members of the Nomination Committee shall be nominated by the Chairman of the Board of Directors, more than 1/2 of the independent non-executive directors, or more than 1/3 of all directors, and shall be elected by the Board of Directors.

Article 5 The Nomination Committee shall have 1 Committee Chairman, who shall be served by the Chairman of the Board of Directors or an independent non-executive director member, responsible for convening and presiding over the work of the Nomination Committee. The Committee Chairman shall be elected by the members of the Nomination Committee, and submitted to the Board of Directors for approval.

Article 6 The term of office of the members of the Nomination Committee shall be consistent with the term of office of the directors. Upon the expiration of the term of office of the members, they may be re-elected to serve consecutive terms. If during this period any member ceases to hold the position of a director of the Company or is no longer suitable to serve as a member (such as a member who should possess the status of an independent non-executive director no longer satisfying the requirements regarding independence under the *Hong Kong Listing Rules*), they shall automatically lose their qualification as a member, and the Board of Directors shall make up the number of members within three months in accordance with the provisions of Articles 3 to 5 above.

Article 7 A working group shall be established under the Nomination Committee, responsible for daily work liaison and meeting organization and other work. The members of the working group are not required to be members of the Nomination Committee.

Chapter III Duties and Authority

Article 8 The primary duties and authority of the Nomination Committee are to:

- (I) Review the structure, diversity of numbers and composition (including skills, knowledge and experience aspects) of the Board of Directors at least annually according to the relevant provisions of the *Company Law* and in combination with the specific circumstances such as the characteristics of the Company's shareholding structure, assist the Board of Directors in compiling a board skills matrix, and make recommendations on any proposed changes to the Board of Directors to complement the issuer's corporate strategy. When considering the combination of board members, the diversity of board members should be considered from multiple aspects, including but not limited to the gender, age, cultural and educational background and professional experience of the directors;
- (II) Study the selection standards and procedures for directors and managerial personnel, identify individuals possessing suitable qualifications, and make recommendations to the Board of Directors;
- (III) Extensively search for qualified candidates for directors and managerial personnel;
- (IV) Review and evaluate the implementation of the board diversity policy to ensure its continuous effectiveness, and amend or recommend the Board of Directors to amend the board diversity policy when necessary, and disclose the relevant diversity policy or a summary of the policy in the *Corporate Governance Report* in the annual report each year;
- (V) Assess the independence of the independent non-executive directors;
- (VI) Make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors (especially the Chairman of the Board of Directors and the General Manager);
- (VII) Evaluate the number of directorships in other listed companies held by candidates for the Company's independent non-executive directors. An independent non-executive director shall not simultaneously serve as a director in more than 6 listed issuers.

(VIII) If any independent non-executive director on the Company's Board of Directors has served as an independent non-executive director for 9 years or more, the Company shall not retain the relevant independent non-executive director at the conclusion of the Company's annual general meeting held after the expiration of the said 9-year term.

For the purpose of the provisions of this Article, the "9 years" shall be calculated from the date the independent non-executive director is appointed or (if they are appointed prior to listing) the date of the Company's listing. If during such period the person ceased to serve as an independent non-executive director of the issuer for less than 3 years before reaching 9 years of service as an independent non-executive director, the period of such non-appointment shall also be calculated into their term of office.

A person who previously served as an independent non-executive director on the Company's Board of Directors for 9 years or more may be permitted to be subsequently re-appointed by the Company as an independent non-executive director provided that they meet the following conditions: (i) comply with the guidelines on independence set out in Rule 3.13 of the *Hong Kong Listing Rules*; and (ii) have not served as a director of the Company, its holding company or any of its relevant subsidiaries or any of its core connected persons at any time during the 3 years prior to the date of the proposed re-appointment by the Company.

- (IX) Evaluate the time commitment and contribution of each director to the Board of Directors, and whether they can effectively perform their duties, during which consideration must be given to the professional qualifications and work experience of the director, existing directorships in listed companies and the time commitment involved in other significant external affairs of the director, as well as other factors or circumstances relating to the personality, character, independence and experience of the director;
- (X) Assist the Company in periodically evaluating the performance of the Board of Directors;
- (XI) Other duties stipulated by relevant laws, administrative regulations, the *Hong Kong Listing Rules*, the *Articles of Association* and other matters authorized by the Board of Directors.

Article 9 The Nomination Committee is accountable to the Board of Directors. The proposals of the Nomination Committee shall be submitted to the Board of Directors for consideration and decision.

The Nomination Committee shall provide all research and discussion circumstances, materials and information to the Board of Directors in the form of reports, recommendations or summaries for the Board of Directors to research and make decisions.

Chapter IV Decision-Making Procedures

Article 10 The Nomination Committee shall, in accordance with the provisions of relevant laws, administrative regulations, other normative documents, the *Hong Kong Listing Rules* and the *Articles of Association*, combined with the actual circumstances of the Company, study the selection standards, selection procedures and terms of office for the directors and senior management of the Company, and upon forming a resolution submit it to the Board of Directors for consideration and approval, and comply with and implement it.

Article 11 The selection procedures for directors and senior management:

- (I) The Nomination Committee shall actively communicate with the relevant departments of the Company to study the Company's demand circumstances for directors and senior management, and form written materials;
- (II) The Nomination Committee may extensively search for candidates for directors, the General Manager and other senior management within the Company, its controlling (joint stock) companies and the talent market;
- (III) Collect circumstances concerning the occupation, educational background, professional title, detailed work experience and all part-time jobs of the preliminary candidates, and form written materials;
- (IV) Seek the consent of the nominee for the nomination, otherwise they cannot be considered as candidates for directors and senior management;
- (V) Convene a meeting of the Nomination Committee to conduct a qualification review of the preliminary candidates based on the employment conditions for directors and senior management;
- (VI) Prior to the election of new directors and the appointment of new senior management, submit recommendations and relevant materials regarding the director candidates and newly appointed senior management candidates to the Board of Directors;
- (VII) Conduct other subsequent work according to the decisions and feedback opinions of the Board of Directors. If necessary, the Nomination Committee may engage intermediate agencies to provide professional opinions for its decisions, and the relevant reasonable costs shall be borne by the Company, while the Board of Directors shall ensure that the Nomination Committee is provided with sufficient resources to perform its duties.

Chapter V Rules of Procedure

Article 12 Meetings of the Nomination Committee are divided into regular meetings and extraordinary meetings. Regular meetings of the Nomination Committee shall be convened at least 1 time each year, and all members shall be notified 5 days prior to the convening of a regular meeting. The meeting shall be convened and presided over by the Committee Chairman; when the Committee Chairman is unable to attend, another member (an independent non-executive director) may be entrusted to convene and preside over the meeting.

For extraordinary meetings of the Nomination Committee, all members shall be notified 2 days prior to the convening of the meeting. With the unanimous consent of all members, the execution of the aforementioned notice period may be exempted.

The methods of notification are by personal delivery, fax, mail, email, telephone, etc.

Article 13 The notice of a meeting of the Nomination Committee shall include at least the following contents:

- (I) Time and venue for convening the meeting;
- (II) Duration of the meeting;
- (III) Topics needing to be discussed at the meeting;
- (IV) Contact person for the meeting and contact information;
- (V) The date of the meeting notice.

For telephone notifications, at least the contents of items (1) and (2) above shall be included, written records shall be properly made, and meeting documents shall be sent to all members prior to the convening of the meeting.

Article 14 Meetings of the Nomination Committee may be convened adopting the form of on-site meetings, and the voting method shall be by registered ballot; with the unanimous consent of all members, extraordinary meetings may adopt methods such as video, telephone or written circulation to convene meetings and make resolutions.

Article 15 A meeting of the Nomination Committee shall only be held with the attendance of more than $2/3$ of the members (including members who entrust other members in writing to attend the meeting on their behalf); each member possesses 1 vote of voting right; resolutions made at the meeting must be passed by more than half of all members.

Article 16 A member of the Nomination Committee entrusting another member to attend the meeting on their behalf and exercise the voting right shall submit a power of attorney to the meeting presider, and the power of attorney shall specify the name of the proxy, the matters of agency, the scope of authorization and the period of validity, and shall be signed or sealed by the principal. For matters involving voting, the principal shall explicitly state in the power of attorney the opinions of agreement, opposition or abstention for each matter. Members shall not make or accept an entrustment without voting intentions, a fully discretionary entrustment or an entrustment with an unclear scope of authorization. A valid power of attorney shall be submitted to the meeting presider no later than before the meeting vote.

Article 17 If a member of the Nomination Committee neither attends the meeting in person, nor entrusts another member to attend the meeting on their behalf, they shall be deemed as not attending the relevant meeting. If a member of the Nomination Committee fails to attend meetings for two consecutive times and does not entrust another member to attend, they shall be deemed unable to properly perform their duties and powers, and the Board of Directors may remove them from their position as a member.

Article 18 Upon completion of voting by the attending members, the voting results of all members shall be promptly collected and tallied. For meetings convened on-site, the meeting presider shall announce the statistical results on the spot; for voting in the form of non-on-site meetings, the meeting presider shall notify all members in writing of the voting results no later than within three days after the expiration of the stipulated voting time limit.

Article 19 Members of the working group may attend the meetings of the Nomination Committee in non-voting capacity, and when necessary, directors and senior management of the Company may be invited to attend the meetings in non-voting capacity.

Article 20 When a meeting of the Nomination Committee discusses topics related to a member of the Committee, the party concerned shall recuse themselves.

Article 21 The convening procedures, voting methods of the Nomination Committee meetings and the remuneration policies and distribution plans passed at the meetings must comply with the provisions of relevant laws, administrative regulations, other normative documents, the *Hong Kong Listing Rules*, the *Articles of Association* and these Terms of Reference.

Article 22 Meetings of the Nomination Committee shall have meeting minutes, which shall include any concerns raised or opposing opinions expressed by the directors, and the initial draft and final finalized draft of the meeting minutes shall be sent to all attending members within a reasonable period of time after the meeting, with the initial draft for expressing opinions, and the final finalized draft for record-keeping purposes. The members attending the meeting shall sign the meeting minutes; the minutes shall be kept by the Secretary of the Board and retained for a period of not less than 10 years during the existence of the Company.

Article 23 The proposals passed at the meetings of the Nomination Committee and the voting results shall be reported in writing to the Board of Directors of the Company.

Article 24 The members present at the meeting and persons attending in non-voting capacity shall be obliged to keep confidential matters discussed at the meeting, and shall not disclose relevant information without authorization.

Chapter VI Annual General Meeting

Article 25 The Chairman of this Committee must attend the annual general meeting of the Company, and be prepared to answer any questions raised by shareholders regarding matters related to the duties of the Nomination Committee.

Article 26 If the Chairman of this Committee is unable to attend the annual general meeting of the Company, he must arrange for another member of the Committee to attend the general meeting. Such person must be prepared to answer questions from shareholders regarding the work of this Committee at the annual general meeting.

Chapter 7 Supplementary Provisions

Article 27 Unless specifically stated otherwise, the terms used in these terms of reference have the same meanings as those terms in the *Articles of Association*.

Article 28 The “more than” and “within” referred to in these terms of reference are inclusive of the given figure; “exceeding” and “lower than” are exclusive of the given figure.

Article 29 For matters not covered in these terms of reference, the Company shall execute them in accordance with the provisions of relevant laws, regulations or normative documents (including the listing rules of the place where the Company’s shares are listed), as well as the *Articles of Association*, resolutions of the Company’s general meetings or other relevant rules and systems; in the event that these terms of reference conflict with the provisions of relevant laws, regulations or normative documents (including the listing rules of the place where the Company’s shares are listed) or the *Articles of Association*, the execution shall be in accordance with the provisions of relevant laws, regulations or normative documents (including the listing rules of the place where the Company’s shares are listed) and the *Articles of Association*.

Article 30 These terms of reference shall be formulated and amended by the Board of Directors, and the Board of Directors shall be responsible for their interpretation.

Article 31 These terms of reference shall be considered and passed by the Board of Directors of the Company and shall become effective and be implemented from the date on which the Company’s initial public offering of overseas listed foreign shares (H-shares) are listed and traded on The Stock Exchange of Hong Kong Limited.