ROKAE (SHANDONG) ROBOTICS GROUP INC.

Terms of Reference for the Nomination Committee
(For H Share)

June 2026

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Chapter I General Provisions

Article 1 To regulate the appointment of directors (the "**Directors**") and senior management of ROKAE (SHANDONG) ROBOTICS GROUP INC. (the "**Company**"), the Company hereby establishes the nomination committee (the "**Nomination Committee**") of the board of Directors (the "**Board**"), and formulates the 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 and regulations, 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 the Company (the "**Articles of Association**").

Article 2 The Nomination Committee of the Board is a special committee established under the Board. It is primarily responsible for studying the selection criteria and procedures for the Company's Directors and senior management and making recommendations to the Board.

Article 3 The human resources department of the Company shall serve as the routine administrative office of the Nomination Committee.

Chapter II Composition

Article 4 The Nomination Committee shall consist of three (3) Directors, of whom independent non-executive Directors shall constitute a majority. The Nomination Committee shall appoint at least one (1) Director of a different gender.

Article 5 Members of the Nomination Committee shall be nominated by the chairman, a majority of the independent non-executive Directors, or one-third (1/3) or more of all Directors, and shall be elected by the Board.

Article 6 The Nomination Committee shall have one (1) chairman (convener), who shall be an independent non-executive Director or the chairman of the Board, and shall preside over the work of the Committee. The chairman of the Nomination Committee shall be subject to review and approval by the Board.

Article 7 The term of office of the members of the Nomination 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 Nomination 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 Nomination Committee is responsible for formulating the selection criteria and procedures for Directors and senior management, and for selecting and reviewing candidates and their qualifications for Directors and senior management. The Committee shall make recommendations to the Board on the following matters:

(1) nomination or removal of Directors, identifying suitable candidates qualified to serve as Directors, selecting and nominating such persons for directorship, or making recommendations to the Board in this regard;

(2) reviewing at least annually the structure, size, and composition of the Board (including in terms of skills, knowledge, and experience), assisting the Board in preparing a skills matrix, and making recommendations on any proposed changes to the Board to align with the Company's corporate strategy; conducting extensive searches for qualified candidates for Directors and senior management;

(3) studying the selection criteria and procedures for Directors and senior management and making recommendations to the Board;

(4) nomination or removal of Directors, identifying suitable candidates qualified to serve as Directors, selecting and nominating such persons for directorship, or making recommendations to the Board in this regard;

(5) assessing the independence of independent non-executive Directors;

(6) evaluating the performance of Directors and, based on the assessment results, making recommendations or suggestions regarding the replacement, reappointment, or succession of Directors (including the chairman and the chief executive officer);

(7) formulating a policy on board diversity and disclosing such policy or a summary thereof in the corporate governance report;

(8) supporting regular evaluations of the Board's performance;

(9) appointment or dismissal of senior management; and

(10) other matters as required by laws, administrative regulations, departmental rules, securities regulatory rules in the place where the Company's shares are listed, and the Articles of Association.

The Nomination 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 10 The Nomination Committee is accountable to the Board, and proposals of the Nomination Committee shall be submitted to the Board for review and decision. The controlling shareholder shall, in the absence of sufficient grounds or reliable evidence, give due respect to the recommendations of the Nomination Committee; otherwise, it shall not propose alternative candidates for Directors or the general manager. Where the Board does not adopt or does not fully adopt the Nomination Committee's recommendations, the Board shall record in its resolutions the Nomination Committee's opinion and the specific reasons for not adopting it, and shall make disclosure accordingly.

Chapter IV Selection and Appointment Procedures

Article 11 The Nomination Committee shall, in accordance with applicable laws, administrative regulations, departmental rules, securities trading rules in the place where the Company's shares are listed, and the Articles of Association, and in light of the Company's actual circumstances, study the qualification requirements, selection procedures, and terms of office for the Company's Directors and senior management, and shall submit resolutions formed thereby to the Board for review.

Article 12 The selection and appointment procedures for Directors and senior management are as follows:

(1) the Nomination Committee shall actively communicate with the relevant departments of the Company to study the Company's needs for new Directors and senior management, and prepare written materials accordingly;

(2) the Nomination Committee may conduct extensive searches for Director and senior management candidates within the Company, its holding (or participating) subsidiaries, and in the talent market;

(3) collect information on the shortlisted candidates' professions, educational backgrounds, professional titles, detailed work experience, and all other concurrent positions, and prepare written materials;

(4) solicit the candidates' willingness to be nominated; persons who are unwilling to accept nomination shall not be considered as candidates for Directors or senior management;

(5) convene Nomination Committee meetings to review the qualifications of shortlisted candidates against the qualification requirements for Directors and senior management, and form clear review opinions;

(6) one to two months prior to the election of new Directors and the appointment of new senior management, submit to the Board the recommendations and relevant materials for Director candidates and new senior management candidates;

(7) carry out follow-up work in accordance with the decisions and feedback of the Board.

Chapter V Committee Meetings

Article 13 Notice of a Nomination 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 Nomination 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. Meetings shall be presided over by the chairman. If the chairman is unable to attend, they may designate another independent non-executive Directors member to preside.

Article 14 A meeting of the Nomination 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 15 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 16 The Nomination Committee may, when necessary, invite Directors and other senior management of the Company to attend its meetings as non-voting participants.

Article 17 The Nomination 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. Such services include, but are not limited to, assessing the working capabilities and qualities of candidates for Directors and senior management.

Article 18 When the Nomination Committee discusses any matter involving a member of the Committee, the member concerned shall recuse themselves from the discussion.

Article 19 The convening procedures, voting methods, and resolutions passed at meetings of the Nomination 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.

Article 20 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 21 The resolutions and voting results of Committee meetings shall be reported to the Board in writing.

Article 22 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 23 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 24 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 25 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 Company's existing Terms of Reference for the Nomination Committee of the Board shall automatically cease to be effective.

Article 26 The Terms of Reference shall be interpreted and amended by the Board.

The Board of ROKAE (Shandong) Robotics Group Inc.

June 2026