

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 NOMINATION COMMITTEE OF THE BOARD

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to standardize the selection of directors and senior management of OneRobotics (Shenzhen) Co., Ltd. (臥安機器人(深圳)股份有限公司) (the “**Company**”), to optimize the composition of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company and to improve the corporate governance structure, the Company has established the nomination committee (the “**Nomination Committee**”) 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 OneRobotics (Shenzhen) Co., Ltd. (the “**Articles of Association**”) and other relevant provisions.

Article 2 The Nomination Committee is a specialized working body under the Board, which is mainly responsible for selecting and making recommendations on the candidates, selection criteria and procedures for the Company’s Directors and senior management.

Article 3 The senior management mentioned in these terms of reference refer to general manager, deputy general manager, the secretary to the Board, chief financial officer appointed by the Board and other senior management as stipulated in the Articles of Association.

CHAPTER 2 COMPOSITION

Article 4 The Nomination Committee shall comprise three members, and the majority shall be independent non-executive Directors.

Article 5 The Nomination Committee shall have one chairperson (convener/chairperson) who shall be an independent non-executive Director or chairman of the Board. The chairman is elected among the committee members and submitted to the Board for approval.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. Members of the Nomination 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 Nomination Committee. The Board shall fill up the vacancy in a timely manner.

Article 7 The Nomination Committee shall appoint at least one Director of a different gender.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The Nomination Committee is responsible for formulating the criteria and procedures for selection of Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

- (I) appointment or dismissal of senior management;
- (II) reviewing the structure, size and composition of the Board (including skills, knowledge and experience) at least annually, assisting the Board in maintaining a Board skills matrix and making recommendations on any proposed changes to the Board to complement the issuer's corporate strategies;
- (III) identifying individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (IV) assessing the independence of independent non-executive Directors, if an independent non-executive Director has served for nine years, the Director is not considered independent;
- (V) making recommendations to the Board on the appointment or re-appointment of as well as succession planning for Directors, in particular, the chairman of the Board and the general manager;
- (VI) supporting the Company's regular evaluation of the Board's performance, including conducting regular evaluation of each Director's time commitment and contributions to the Board, as well as their effectiveness in fulfilling their duties; and
- (VII) other matters stipulated in laws, administrative regulations, regulation of the CSRC, the Listing Rules and the Articles of Association.

The Nomination Committee shall make available its terms of reference on the websites of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Stock Exchange**”) and the Company, explaining its role and the authority delegated to it by the Board.

If the Board fails to adopt the recommendations of the Nomination Committee or does not fully adopt them, it shall record the opinions of the Nomination Committee and the specific reasons for failure to adopt them in the board resolutions and disclose them.

The Nomination Committee shall review the qualifications of the nominees for appointment and form a clear opinion on the review.

Article 9 The Nomination Committee is responsible to the Board, and the proposals of the Nomination Committee shall be submitted to the Board for review and decision.

CHAPTER 4 PROCEDURES OF DECISION MAKING

Article 10 The Nomination Committee shall, in accordance with the relevant governing laws, regulations, the Listing Rules and the Articles of Association as well as the Company's actual conditions, study the criteria of the election requirements, selection procedures and terms of office of the Directors and senior management of the Company, and formulate and archive the relevant resolution and submit it to the Board for approval and implementation.

Article 11 The selection process of Directors and senior management is as follows:

- (I) The Nomination Committee should actively communicate with relevant departments of the Company and study the Company's demand for new Directors and senior management, and formulate written materials;
- (II) The Nomination Committee may conduct extensive search for candidates for Directors and senior management from the Company, its holding (subsidiary) companies and the human resource market;
- (III) Gather information about the occupation, academic qualifications, job title, detailed work experience and all the concurrent jobs of the candidates and present such information in writing;
- (IV) In the case of nominating a person as an independent non-executive Director, the following shall be specified:
 - 1. the process used for identifying the person and why the committee believes the person should be elected and the reasons why it considers the person to be independent;
 - 2. whether the proposed independent non-executive Director serves as a director of seven or fewer issuers listed on the Main Board or GEM of the Hong Kong Stock Exchange;
 - 3. the perspectives, skills and experience that the person can bring to the Board; and

4. how the person contributes to diversity of the Board.

- (V) Seek the nominees' consent for nomination; otherwise, the nominees cannot be the candidate for Directors or senior management;
- (VI) Convene meetings of the Nomination Committee to review the qualifications of the candidates in accordance with the criteria for Directors and senior management;
- (VII) Make suggestion to the Board regarding the candidates for Directors and new senior management and submit the relevant information to the Board one to two months prior to the election of new Directors and appointment of new senior management;
- (VIII) Complete other follow-up work according to the decision and feedback from the Board.

The qualifications for appointment of Directors and senior management of the Company shall comply with the provisions of laws, regulations and other system requirements of the Company.

CHAPTER 5 RULES OF PROCEDURE

Article 12 The Nomination Committee shall hold meetings as required, with the number of meetings being not less than once a year, and such meetings shall be chaired by the chairperson of the Nomination Committee. If the chairperson of the Nomination 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 Nomination 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 Nomination Committee.

Article 13 The Nomination 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 14 Meetings of the Nomination 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 Nomination 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 Nomination 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 15 Meetings of the Nomination Committee shall be held only when two-thirds or more of its 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 Nomination Committee are interested in matters discussed at the meeting, they shall be abstained from voting. If the members of the Nomination Committee are unable to form an effective opinion due to such reason, the relevant matters shall be directly considered by the Board.

Article 16 Meetings of the Nomination 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 17 The Nomination Committee may invite Directors, supervisors and senior management of the Company to attend the meetings when necessary.

Article 18 The Nomination Committee may engage intermediaries to provide professional opinions for its decision-making at the expense of the Company when necessary.

Article 19 The convening procedure, voting method of the meetings of the Nomination 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 20 The Nomination Committee shall keep meeting minutes, and members attending the meeting shall sign the meeting minutes. All documents of the meetings of the Nomination Committee shall be kept by the secretary to the Board.

Article 21 The resolutions and the voting results adopted at the meetings of the Nomination 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 22 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 23 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 24 All references to “more than” in these terms of reference shall be inclusive of the stated figure.

Article 25 These terms of reference shall be interpreted by the Board.

Article 26 These terms of reference shall become effective on the day when they are considered and approved by the Board, and the same shall apply to any amendments hereto.