Mech-Mind Robotics Technologies Co., Ltd.
Terms of Reference of the Remuneration and Appraisal Committee under the Board of Directors

Chapter 1 General Provisions

Article 1 To further establish and improve the remuneration and appraisal management system for the directors (excluding independent non-executive directors, the same below) and senior management members of Mech-Mind Robotics Technologies Co., Ltd. (hereinafter referred to as the "Company"), and to enhance the corporate governance structure of the Company, the Board of Directors of the Company (the "Board") has hereby established the Remuneration and Appraisal Committee (the "Committee") and formulated the Terms of Reference in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), the Corporate Governance Code in Appendix C1 to the Hong Kong Listing Rules, the Articles of Association of Mech-Mind Robotics Technologies Co., Ltd. (hereinafter referred to as the "Articles of Association"), and other relevant provisions.

Article 2 The Remuneration and Appraisal Committee is a dedicated working body under the Board and is primarily responsible for formulating appraisal standards for directors and senior management members and conducting appraisals, formulating and reviewing remuneration policies and proposals for directors and senior management members, including remuneration determination mechanisms, decision-making procedures, payment and clawback arrangements, and being accountable to the Board.

Article 3 For the purpose of the Terms of Reference, "directors" refer to directors who receive remuneration from the Company; "senior management members" refer to the general manager, the secretary to the Board, chief financial officer, and other senior management members appointed by the Board in accordance with laws and regulations, the regulatory rules of the securities regulatory authorities and stock exchanges in the place where the Company's shares are listed, the Articles of Association, and as determined by the Board.

Chapter 2 Composition

Article 4 The Remuneration and Appraisal Committee shall consist of no fewer than three directors, of whom independent non-executive directors shall constitute a majority and one of whom shall serve as the chairman.

Article 5 Members of the Remuneration and Appraisal Committee (hereinafter referred to as "members") shall be nominated by the chairman of the Board or more than one third of all the directors, and shall be elected by the Board.

Article 6 The Remuneration and Appraisal Committee shall have one chairman who shall be an independent non-executive director and responsible for convening and presiding over Committee meetings. The chairman shall be elected by the Board from among the members.

Article 7 The term of the Remuneration and Appraisal Committee shall be the same as that of the Board. Upon expiration of their terms of office, members may be re-elected for consecutive terms. If a member ceases to serve as a director of the Company, or if a member who is required to be an independent non-executive director no longer meets the independence requirements stipulated by relevant laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed, his/her membership on the Committee shall automatically terminate. A member may submit a written resignation to the Board prior to the expiration of his/her term of office, thereby resigning from his/her position on the Committee. The resignation report shall include a necessary explanation of the reasons for resignation and any matters requiring the attention of the Board. Where the composition of the Remuneration and Appraisal Committee fails to meet the requirements of Terms of Reference, the Board shall immediately disclose, by way of announcement in accordance with the Hong Kong Listing Rules, the details and reasons for such non-compliance, and shall, within three months from the date of such non-compliance, rectify the composition in accordance with the Terms of Reference. The term of office of any newly appointed member shall expire concurrently with his/her term as a director. Prior to the expiration of a member's term of office, such member shall not be removed without cause, unless circumstances arise that render him/her ineligible to serve as stipulated by relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Chapter 3 Duties, Powers and Decision-Making Procedures

Article 8 The main duties of the Remuneration and Appraisal Committee are as follows:

(I) To formulate remuneration plans or proposals based on the scope of responsibilities, duties, and importance of the management positions held by directors and senior management members, as well as remuneration levels for comparable positions in other relevant enterprises;

(II) To review the performance of duties by directors (excluding independent non-executive directors) and senior management members and to conduct annual performance appraisals;

(III) To make recommendations to the Board on the formulation or amendment of equity incentive plans and employee stock ownership plans, and on matters relating to the grant of entitlements to incentive participants and the fulfillment of conditions for the exercise of such entitlements;

(IV) To make recommendations to the Board regarding shareholding arrangements for directors and senior management members in connection with proposed spin-offs of subsidiaries;

(V) To supervise the implementation of the Company's remuneration system;

(VI) To make recommendations to the Board on the remuneration packages of individual executive directors, non-executive directors, and senior management members;

(VII) To consider remuneration levels paid by comparable companies, the time commitment and responsibilities required, and employment conditions for other positions within the Group;

(VIII) To review and/or approve matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules;

(IX) To exercise other powers as stipulated by relevant laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and handle other matters as authorized by the Board.

Article 9 Remuneration plans for directors proposed by the Remuneration and Appraisal Committee shall be submitted to the Board for approval and, upon approval, to the shareholders' meeting for consideration and approval before implementation. Remuneration distribution plans for senior management members shall be implemented upon approval by the Board. The Remuneration and Appraisal Committee shall be accountable to the Board, and its proposals shall be submitted to the Board for consideration. Relevant departments of the Company shall cooperate with the Remuneration and Appraisal Committee in carrying out its work and provide relevant materials.

Article 10 The remuneration plans or proposals put forward by the Remuneration and Appraisal Committee shall not prejudice the interests of shareholders. The Board shall have the right to veto any remuneration plan or proposal that is detrimental to shareholders' interests.

Article 11 The appraisal procedures of the Remuneration and Appraisal Committee for directors and senior management members are as follows:

(I) Directors and senior management members of the Company shall report on their performance of duties and conduct self-evaluation to the Remuneration and Appraisal Committee;

(II) The Remuneration and Appraisal Committee shall conduct performance evaluations of directors and senior management members in accordance with the performance evaluation standards and procedures;

(III) Based on the results of position performance evaluations and remuneration distribution policies, proposals on the remuneration amounts and forms of incentives for directors and senior management members shall be formulated and, upon approval by resolution of the Committee, submitted to the Board.

Chapter 4 Rules of Procedure

Article 12 The Remuneration and Appraisal Committee shall convene meetings either at the request of the Board or upon the proposal of its members, and shall hold at least one meeting annually. All members shall be notified of the meeting at least three days in advance. With the unanimous consent of all the members, the prior notice requirement may be waived. Meetings shall be presided over by the chairman. Where the chairman is unable to attend, another member (who must be an independent non-executive director) shall be appointed to preside over the meeting.

Article 13 Meetings of the Remuneration and Appraisal Committee shall be held only with the presence of more than two thirds of members, with at least one member being an independent non-executive director. Any member unable to attend may appoint another member in writing to attend and vote on his/her behalf; however, no member may simultaneously accept mandates from two other members. A committee member who is unable to attend the meeting in person may exercise their rights by submitting written opinions on the matters under discussion, provided that such written opinions are submitted no later than the convening of the meeting. If a member fails to attend a meeting of the Remuneration and Appraisal Committee in person or by proxy, nor does he/she submit written opinions prior to the meeting, he/she shall be deemed to have waived his/her right to vote at the meeting.

Each member is entitled to one vote, and votes may be cast as "in favor", "against", or "abstain". In the event of a tie between favorable and opposing votes, the chairman of the Committee has an additional casting vote. Resolutions passed at the meeting must be approved by a majority of all members.

Where any member of the Remuneration and Appraisal Committee has any interest in the matters to be deliberated by the Remuneration and Appraisal Committee, such member shall abstain from voting on the matters. If, after such abstention, the number of members of the Remuneration and Appraisal Committee present falls below the minimum required for the meeting as stipulated in the Terms of Reference, all members (including the interested member) shall make a resolution on procedural matters such as submitting the relevant proposal to the Board for consideration, and the Board shall deliberate on the proposal.

Article 14 Voting at a meeting of the Remuneration and Appraisal Committee shall be conducted by a show of hands or by poll. Meetings may be convened either on-site or off-site via communication means.

Article 15 Directors and senior management members of the Company may be invited to attend meetings of the Remuneration and Appraisal Committee as non-voting participants, if necessary. Persons (other than members) attending the meetings may provide explanations or clarifications on matters under discussion but shall have no voting rights.

Article 16 If necessary, the Remuneration and Appraisal Committee may engage intermediaries to provide professional opinions for its decision-making at the cost of the Company.

Article 17 The convening procedure and voting method of the meetings of the Remuneration and Appraisal Committee and proposals passed at such meetings shall comply with relevant laws, administrative regulations, listing rules of the place where the Company's shares are listed, the Articles of Association and the Terms of Reference.

Article 18 Minutes shall be taken for meetings of the Remuneration and Appraisal Committee, and shall be signed by the attending members. The meeting minutes shall be kept by the secretary of the Board for a period of no less than 10 years.

Article 19 Proposals approved and voting results at meetings of the Remuneration and Appraisal Committee shall be reported to the Board in written form.

Article 20 Members present at the meeting and non-voting participants are obligated to maintain confidentiality regarding the matters discussed at the meeting, and shall not disclose relevant information without authorization, except as otherwise provided by relevant laws and regulations and/or regulatory authorities.

Chapter 5 Supplementary Provisions

Article 21 For the purpose of the Terms of Reference, references to "above" shall include the given figure, while references to "over" and "less than" shall exclude the given figures.

Article 22 The Terms of Reference shall take effect and be implemented upon consideration and approval by the Board, with provisions applicable to listed companies taking effect and being implemented from the date on which the Company's publicly offered H shares are listed and traded on the Main Board of the Hong Kong Stock Exchange.

Article 23 Matters not covered herein shall be implemented in accordance with the relevant laws and regulations of the PRC, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In case that the Terms of Reference are in conflict with the laws and regulations to be promulgated in future, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association as amended through lawful procedures, the relevant laws and regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail, and amendments to the Terms of Reference shall be made accordingly and submitted to the Board for consideration and approval.

Article 24 If the Terms of Reference are available in both Chinese and English versions, the Chinese version shall prevail in case of any discrepancy between the two versions.

Article 25 The Terms of Reference shall be formulated and interpreted by the Board.