Mech-Mind Robotics Technologies Co., Ltd.

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 To improve the corporate governance structure of Mech-Mind Robotics Technologies Co., Ltd. (hereinafter referred to as the "**Company**"), standardize the appointment of directors and senior management members of the Company, optimize the composition of the Board of Directors, the Board of Directors of the Company (the "Board") has hereby established the Nomination Committee (the "Committee") and formulated the Terms of Reference in accordance with the Company Law of the People's Republic of China, 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 regulations.

Article 2 The Nomination Committee is a dedicated working body set up by the Board and is primarily responsible for formulating the selection criteria and procedures for directors and senior management members, and selecting and reviewing the candidates for directors and senior management members and their qualifications for office.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall consist of no fewer than three directors, a majority of whom shall be independent non-executive directors, and shall be chaired by the chairman of the Board or an independent non-executive director.

Article 4 Members of the Nomination 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 5 The Nomination Committee shall have one chairman who shall be the chairman of the Board or an independent non-executive director and responsible for presiding over the work of the Committee. Chairman of the Nomination Committee shall be elected by the Board from among the members of the Committee.

Article 6 The term of the Nomination 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. When the composition of the Nomination Committee fails to comply with the provisions of the Terms of Reference, the Board shall, within three months from the date such failure occurs, rectify the situation in accordance with the Terms of Reference. The term of office of any member appointed to fill the vacancy shall last until the expiration of the member's 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 AND POWERS AND DECISION-MAKING PROCEDURES

Article 7 The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management members, and selecting and reviewing the candidates for directors and senior management members and their qualifications for office. Its main duties and powers are as follows:

(I) To make recommendations to the Board regarding the size and composition of the Board based on the Company's operational activities, asset scale, and equity structure;

(II) To study the criteria and procedures for the selection or appointment of directors, general managers and other senior management members of the Company, its branches (including branch offices) and subsidiaries, and make recommendations to the Board in respect thereof;

(III) To extensively search for qualified candidates for directors and the general manager;

(IV) To make recommendations to the Board on the nomination, appointment or removal of directors and the appointment or dismissal of senior management members;

(V) To review director candidates, candidates for the general manager, and candidates for other senior management members requiring appointment by the Board, and make recommendations to the Board in respect thereof;

(VI) To assess the independence of independent non-executive directors;

(VII) To evaluate the performance of directors, general manager and other senior management members, and when necessary, provide opinions or recommendations regarding the replacement, reappointment or succession of directors, general manager or other senior management members based on the evaluation results;

(VIII) 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.

If the Board does not adopt or fully adopt the recommendations of the Nomination Committee, the Board resolution shall record the views of the Nomination Committee and the specific reasons for non-adoption.

Article 8 The Nomination Committee is accountable to the Board, and its proposals shall be submitted to the Board for deliberation and decision.

Article 9 The procedures for the selection and appointment of directors, general manager and other senior management members are as follows:

(I) The Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's demand for new directors, general manager and other senior management members, and produce written materials in respect thereof;

(II) The Nomination Committee may search for candidates for directors, general manager and other senior management members on an extensive scale within the Company, holding enterprises (with a controlling or minority interest) and the job market;

(III) The Nomination Committee shall collect information on shortlisted candidates, including occupation, educational background, job title, detailed work experience and all part-time jobs, and prepare written materials in respect thereof;

(IV) The Nomination Committee shall seek the consent of the nominees regarding the nomination; otherwise, such persons cannot be considered as candidates for director, general manager and other senior management positions;

(V) The Nomination Committee shall convene a meeting to review the qualifications of the shortlisted candidates according to the job requirements for directors, general manager and other senior management members;

(VI) Prior to the election of new directors and the appointment of a new general manager and other senior management members, the Nomination Committee shall propose recommendations and provide related documentation to the Board regarding candidates for director, general manager and other senior management positions in accordance with the provisions of the Articles of Association;

(VII) The Nomination Committee shall perform any additional follow-up tasks in accordance with the Board's decisions and feedback.

CHAPTER 4 RULES OF PROCEDURE

Article 10 The Nomination 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 11 Meetings of the Nomination 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 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 Nomination 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 Nomination Committee has any interest in the matters to be deliberated by the Nomination Committee, such member shall abstain from voting on the matters. If, after the interested member has abstained, the Nomination Committee no longer meets the minimum quorum required for a 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 12 Voting at a meeting of the Nomination 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 13 Directors and senior management members of the Company may be invited to attend meetings of the Nomination 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 14 If necessary, the Nomination Committee may engage intermediaries to provide professional opinions for its decision-making at the cost of the Company.

Article 15 The convening procedure and voting method of the meetings of the Nomination Committee and resolutions passed at such meetings shall comply with relevant laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the Terms of Reference.

Article 16 Minutes shall be taken for meetings of the Nomination 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 17 Proposals approved and voting results at meetings of the Nomination Committee shall be reported to the Board in written form.

Article 18 Members present at the meeting and non-voting participants are obligated to maintain confidentiality regarding the matters discussed at the meeting. Unless otherwise stipulated by relevant laws, regulations, and/or requirements of regulatory authorities, no relevant information shall be disclosed without authorization.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 19 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 20 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 21 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 22 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 23 The Terms of Reference shall be formulated and interpreted by the Board.