

# **UBTECH ROBOTICS CORP LTD**

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

### **Chapter 1 General Provisions**

**Article 1** The Nomination Committee under the Board of Directors was established and these terms of reference was formulated by UBTECH ROBOTICS CORP LTD (the “Company”) in accordance with the relevant provisions of the Company Law of the PRC (the “Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Corporate Governance Code set out in Appendix 14 to the Hong Kong Listing Rules and the Articles of Association of UBTECH ROBOTICS CORP LTD (the “Articles of Association”) in order to regulate the generation of the operating members of the Company, optimize the composition of the Board of Directors and refine the administration structure of the Company.

**Article 2** The Nomination Committee of the Board of Directors is a special working body established by the Board of Directors in accordance with the resolutions of the Shareholders’ general meetings, and it is mainly responsible for studying and making recommendations on the candidates, selection standard and procedure for the Directors and senior management of the Company.

### **Chapter 2 Composition**

**Article 3** The Nomination Committee is composed of three Directors, of whom there shall be at least two Independent Non-executive Directors. The chairman of the Nomination Committee shall be an Independent Non-executive Director.

**Article 4** The members of the Nomination Committee shall be nominated by the Chairman of the Board of Directors, more than half of the Independent Non-executive Directors or more than one-third of all the Directors, and shall be elected by the Board of Directors.

**Article 5** The Nomination Committee shall have one chairman (convener), who shall be an Independent Non-executive Director, and be responsible for presiding over the work of the Committee. The chairman shall be appointed by the Board of Directors.

**Article 6** The Nomination Committee shall have the same tenure as the Board of Directors. The members may be re-elected upon the expiration of its term of office. If a member ceases to be a Director of the Company within his/her term of office, he/she shall be automatically disqualified as the committee member, and the vacancy in the committee shall be filled in according to these terms of reference.

### **Chapter 3 Duties and Powers**

**Article 7** The main duties and powers of the Nomination Committee are to:

- (I) review the structure, size and composition (including skill, knowledge and experience) of the Board of Directors at least annually, and advise the Board of Directors on its size and composition according to the status of business operation, asset scale and equity structure of the Company; be sure to maintain a balanced combination of the Executive Directors and the Non-executive Directors (including Independent Non-executive Directors) in the Board of Directors when considering the composition of the Board of Directors; at the same time, be sure to consider the diversification of the members of the Board of Directors in multiple aspects, including but not limited to gender, age, cultural and educational background, and professional experience of the Directors; formulate and review the diversification policy for the Board of Directors;
- (II) study the standard and procedure for selecting the Directors and managers and make recommendations to the Board of Directors;
- (III) identify candidates qualified to become the Directors and managers over a broad range, and select or nominate related candidates to act as the Directors or make recommendations to the Board of Directors in this regard;
- (IV) examine the candidates for the Directors (including Independent Non-executive Directors) and the managers and submit suggestions;
- (V) examine other senior management who shall be appointed by the Board of Directors, and make recommendations in this regard;
- (VI) make recommendations to the Board of Directors on the appointment or reappointment of Directors and succession planning of Directors (particularly the Chairman of the Board of Directors) and the General Manager;
- (VII) evaluate and assess the independence of the Independent Non-executive Directors; and
- (VIII) perform other matters as authorized by the Board of Directors.

**Article 8** The Nomination Committee shall be accountable to the Board of Directors, and its proposals shall be submitted to the Board of Directors for deliberation.

### **Chapter 4 Decision-making Procedures**

**Article 9** The Nomination Committee shall, in accordance with the provisions of the relevant laws, regulations, listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, taking into account the practical situations of the Company, analyze the selection criteria, selection procedures and tenure of the Directors and managers of the Company, and submit the resolutions so formed to the Board for approval and shall be implemented accordingly.

**Article 10** Selection procedure for Directors and managers:

- (I) the Nomination Committee shall actively communicate with relevant departments of the Company, analyze the demand of the Company for new Directors and managers, and prepare a written report;
- (II) the Nomination Committee may extensively identify candidates for the Directors and managers inside the Company and its branch companies as well as the talent market;
- (III) collect the information on preliminary candidates, including career, academic degree, job title, detailed working experience and all part-time positions, and prepare a written report;
- (IV) seek the consent of nomination from the nominees regarding the nomination; otherwise, such nominees shall not be considered as the candidates for Directors and managers;
- (V) convene a meeting of the Nomination Committee, and review qualifications of preliminary candidates pursuant to the requirements for the positions for the Directors and managers;
- (VI) submit suggestions and relevant documents related to the candidates for the Directors and those for new managers to the Board of Directors one to two months before the election of new Directors and appointment of new managers;
- (VII) carry out other follow-up work according to the decisions and feedbacks from the Board of Directors.

**Chapter 5 Rules of Procedure**

**Article 11** The Nomination Committee shall be held at least one meeting every year and notify all members three days before the meeting. The meeting shall be presided over by the convener, and where the convener is incapable of attending, he/she may consign another Independent Non-executive Director to preside over it.

**Article 12** The meetings of the Nomination Committee shall be held only when attended by more than two thirds of the members. Every member shall have one voting right, and resolutions made at the meetings shall be passed by more than half of the members.

**Article 13** Voting at the meetings of the Nomination Committee shall be conducted by a show of hands or by poll; In case of special circumstances, meetings may be held by correspondence.

**Article 14** When necessary, the Nomination Committee may invite the Directors, Supervisors and other senior management members of the Company to attend the meetings.

**Article 15** When necessary, the Nomination Committee may engage intermediaries to provide professional opinions on its decisions at the expense of the Company. The relevant expenses incurred by the Nomination Committee to perform its duties shall be borne by the Company.

**Article 16** The holding procedures, the voting methods and the resolutions passed at the meetings of the Nomination Committee shall comply with the provisions of relevant laws, regulations, the Articles of Association and these terms of reference.

**Article 17** Minutes of the Nomination Committee meetings shall be prepared. The meeting minutes shall record in sufficient detail the matters considered and the decisions made at the meetings, including any doubts or objections raised by the members. The meeting minutes shall be signed by the members attending the meetings and shall be filed and kept by the Secretary of the Board of Directors. Where a member has any comments or dissidence to the minutes, he/she may refuse to sign it, but shall deliver the aforesaid opinion in writing to the Secretary of the Board of Directors within the specified time stated above. If the minutes are proved to contain errors or omissions, the Secretary of the Board of Directors shall revise the minutes, and members of the committee shall sign the revised minutes.

**Article 18** The resolutions and voting results adopted at the meetings of the Nomination Committee shall be reported in writing to the Board of Directors of the Company.

**Article 19** The members of the committee attending the meetings are under a duty of confidentiality with respect to the proceedings of the meetings and shall not disclose the relevant information without authorization.

## **Chapter 6 Supplementary Provisions**

**Article 20** After being examined and approved by the Board of Directors, these terms of reference shall come into force as soon as the Company publicly issues overseas listed foreign shares which become listed on The Stock Exchange of Hong Kong Limited. As of the effective date of these terms of reference, the former terms of reference of the Nomination Committee under the Board of Directors shall automatically become invalid.

**Article 21** Matters not covered in these terms of reference shall follow the related national laws and regulations, the stipulations of the China Securities Regulatory Commission (CSRC), the listing rules of the stock exchange where the shares of the Company are listed and the provisions in the Articles of Association. In case of inconformity, the related national laws and regulations, the stipulations of the China Securities Regulatory Commission (CSRC), the listing rules of the stock exchange where the shares of the Company are listed and the provisions in the Articles of Association shall prevail, and these terms of reference shall be amended in due time.

**Article 22** These terms of reference shall be formulated, interpreted and amended by the Board of Directors.