

UBTECH ROBOTICS CORP LTD
Terms of Reference of ESG and Sustainability Committee of the
Board of Directors

Chapter 1 General Provisions

Article 1 The ESG and Sustainability 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 Company Law of the PRC, the Code of Corporate Governance for Listed Company, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Articles of Association of UBTECH ROBOTICS CORP LTD (the “**Articles of Association**”) and other relevant requirements, in order to strengthen the Company’s capacity of sustainable development, improve its corporate governance structure, and make progress on the Company’s environmental, social and governance (ESG) performance.

Article 2 The ESG and Sustainability Committee is a special committee under the Board of Directors, and it is mainly responsible for making strategic planning and setting targets for the Company’s ESG and sustainable development, identifying ESG risks, and coordinating ESG administration to help the Company seek progress on sustainable development.

Chapter 2 Composition

Article 3 The members of the ESG and Sustainability Committee shall be appointed by the Board of Directors, and is composed of three or more members of the Board of Directors.

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

Article 5 The ESG and Sustainability Committee shall have one chairman, who shall be appointed by the Board of Directors and be responsible for presiding over the work of the ESG and Sustainability Committee.

Article 6 The ESG and Sustainability 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 Articles 3 to 5 of these terms of reference.

Article 7 The Office of the Board of Directors and the Department of ESG and Sustainable Development, which are the routine work institutions of the ESG and Sustainability Committee, shall be responsible for making preliminary preparation for the decision-making by the committee. The Office of the Board of Directors is the organization department for the committee, while the Department of ESG and Sustainable Development is its specific undertaking department for related matters.

Chapter 3 Terms of Reference

Article 8 The main duties and powers of the ESG and Sustainability Committee are as follows:

- (I) draw up ESG and sustainable development vision, target and strategy
 1. draw up the Company's ESG and sustainable development vision, target, strategy and administration rules, and make suggestions on related matters to the Board of Directors;
 2. identify the Company's significant stakeholders and ESG issues of vital importance, study business concerning the sustainable development of the Company's stakeholders and make suggestions accordingly.
- (II) review the implementation of the ESG and sustainable development vision, target and strategy
 1. follow up the Company's efforts in ESG and sustainable development, and make suggestions on actions required to seek improvements in ESG performance;
 2. watch closely major ESG trends and associated risks and opportunities to ensure that the Company's stance and performance on ESG and sustainable development issues are in compliance with related stipulations and standards. Particular matters subject to the review of the ESG and Sustainability Committee shall consist of the nature of material risks (including environmental, social and governance risks) and change in severity, as well as the Company's capacity in response of changes in its business and external environment.
- (III) others
 1. ensure that the Company regularly provides training sessions on ESG;
 2. examine regularly the Company's ESG policies;
 3. conduct regularly ESG risk assessments and make disclosures in the Company's annual reports;
 4. review the Company's annual ESG report;
 5. study and make suggestions on other major matters that have a bearing on the Company's sustainable development;
 6. perform other matters authorized by the Board of Directors.

Article 9 After the ESG and Sustainability Committee reviews the matters stipulated in the Article 8 of these terms of reference, resolutions of the ESG and Sustainability Committee meeting shall be formulated, and reported to the Board of Directors together with relevant proposals.

Article 10 The exercise of the duties and authorities by the ESG and Sustainability Committee must be in accordance with the Company Law, the Hong Kong Listing Rules and the Articles of Association and the relevant provisions in these terms of reference, and shall not be detrimental to the interests of the Company and its shareholders.

Article 11 The ESG and Sustainability Committee shall be provided by the Company with adequate resources to perform its duties. The ESG and Sustainability Committee shall have the right to ask any employee to provide any information required to exercise its powers and authorities. When the ESG and Sustainability Committee performs its duties, the related departments of the Company shall cooperate, and charges incurred are at the expense of the Company.

Chapter 4 Rules of Procedure

Article 12 Meetings of the ESG and Sustainability Committee are composed of regular meetings and extraordinary meetings. Regular meetings shall be held at least once every year, while extraordinary meetings shall be proposed by the ESG and Sustainability Committee. In case of a regular meeting, all members should be notified three days before the meeting (excluding the meeting day). Regarding an extraordinary meeting, all members should be notified two days before the meeting (excluding the meeting day).

Such meetings shall be presided over by the convener, or by another member of the committee if the convener is incapable of attending.

Article 13 The meetings of the ESG and Sustainability 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 (including the members who fail to attend the meetings).

Article 14 Voting at the meetings of the ESG and Sustainability Committee shall be conducted by a show of hands or by poll; extraordinary meetings or other special circumstances may be held by voting through correspondence.

Article 15 The Department of ESG and Sustainable Development may sit in on meetings of the Committee as appropriate, and the Directors, Supervisors and other executives of the Company may also be invited to if necessary.

Article 16 When necessary, the ESG and Sustainability Committee may engage intermediaries to provide professional opinions on its decisions at the expense of the Company.

Article 17 The holding procedures, the voting methods and the resolutions passed at the meetings of the ESG and Sustainability Committee, shall comply with the provisions of the relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association and these terms of reference.

Article 18 Minutes of the ESG and Sustainability Committee meetings shall be prepared, and it shall be signed by the members attending the meetings and shall be kept by the Secretary of the Board of Directors.

Article 19 If reasonably notified by any Director, the Secretary of the Board of Directors shall make related meeting minutes available for inspection at any reasonable time. The first draft and the final version of the minutes shall be finished within a reasonable period of time and sent to all members of the ESG and Sustainability Committee and all Directors. The first draft is for members to express their views and the final version is kept as minutes.

Article 20 Unless restricted by legal or regulatory restrictions, the recommendations, proposals and voting results adopted by the ESG and Sustainability Committee in its meetings shall be reported in writing to the Board of Directors.

Article 21 All the members attending the meetings and non-voting attendees are under a duty of confidentiality with respect to the proceedings of the meetings and shall not disclose the relevant information without authorization.

Chapter 5 Supplementary Provisions

Article 21 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 Hong Kong Stock Exchange.

Article 22 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 23 These terms of reference shall be formulated, interpreted and amended by the Board of Directors.