

SHENZHEN DOBOT CORP LTD

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 To regulate the selection and appointment of directors and senior management members of SHENZHEN DOBOT CORP LTD (hereinafter referred to as the “Company”), optimize the composition of the board of directors, and improve the corporate governance structure, the Company formulated these terms of reference in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (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 “Listing Rules”) and other laws, regulations and normative documents, and the operating rules of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange”) and relevant provisions of the Articles of Association of SHENZHEN DOBOT CORP LTD (hereinafter referred to as the “Articles of Association”) with reference to the actual circumstances of the Company.

Article 2 The Nomination Committee and its members shall comply with the provisions of laws, regulations, normative documents, the Listing Rules, the Articles of Association and these terms of reference in good faith and sincerity.

Chapter II Composition of the Nomination Committee

Article 3 The Nomination Committee is accountable to the board of directors. All of its members shall be directors. The convener, or the chairman, of the Nomination Committee shall be the chairman of the board of directors or an independent non-executive director, and the majority of the members of the Nomination Committee shall also be independent non-executive directors.

Article 4 The terms of office of members of the Nomination Committee shall be consistent with those of directors, and the members may be re-elected upon the expiration of the terms. If any member ceases to serve as a director of the Company during the term, he/she shall cease to be a committee member automatically, and the vacancy in the committee shall be filled within three months by the board of directors in accordance with the provisions of these terms of reference.

Chapter III Duties of the Nomination Committee

Article 5 The primary duties of the Nomination Committee are as follows:

- (I) to review the structure, size and composition (including the skills, knowledge and experience) of the board of directors and make recommendations on any proposed changes to the board of directors to complement the Company’s corporate strategy based on the business activities, asset size and the shareholding structure of the Company;

- (II) to identify individuals qualified and eligible to be elected as directors and select or make recommendations to the board of directors on the selection of individuals nominated for directorships;
- (III) to assess the independence of independent non-executive directors; and
- (IV) to make recommendations to the board of directors on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.
- (V) to discuss the criteria and procedure for the election of directors and senior management members and make recommendations thereon to the Board;
- (VI) to extensively search for qualified candidates for directors and senior management members;
- (VII) to conduct preliminary review on the candidates for directors and senior management members, and make recommendations in respect thereof;
- (VIII) to review the qualifications of the nominees for appointment and form a clear opinion on the review;
- (IX) to deal with other matters delegated by the board of directors.

Article 6 The Nomination Committee of the board of directors of the Company may make recommendations to the board of directors on the following matters:

- (I) nomination, appointment or dismissal of directors;
- (II) appointment or dismissal of senior management members;
- (III) other matters required by laws, administrative regulations, regulations of the China Securities Regulatory Commission (“CSRC”), the Securities and Futures Commission of Hong Kong, the Listing Rules and the Articles of Association.

If the board of directors does not adopt the recommendations of the Nomination Committee in full or in part, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting them in the board resolutions for disclosure.

Article 7 The Nomination Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making with reasonable cost incurred to be borne by the Company.

Article 8 The Nomination Committee is accountable to the board of directors. The resolutions falling within the terms of reference of the Nomination Committee shall be considered and approved by the Nomination Committee and a work report shall be formed before being submitted by the Nomination Committee to the board of directors for consideration.

Article 9 The primary duties of the chairman of the Nomination Committee are as follows:

- (I) to convene and preside over regular meetings of the Nomination Committee;
- (II) to convene extraordinary meetings of the Nomination Committee under exceptional circumstances;
- (III) to supervise and review the implementation of resolutions of the Nomination Committee;
- (IV) other duties as delegated by the board of directors and the Nomination Committee.

Article 10 When the chairman of the Nomination Committee is unable to perform his/her duties for any reason, he/she shall delegate another member to act on his/her behalf.

Chapter IV Terms of Reference for the Nomination Committee

Article 11 The members of the Nomination Committee shall have the right to propose the convening of meetings, which shall be convened by the chairman within ten days upon receipt of the proposal and notify all members three days before the convening of the meeting. A meeting may also be convened at any time with unanimous consent by all members.

Article 12 The meetings of the Nomination Committee shall be presided over by the chairman. Where the chairman is unable to preside over the meeting, it may also be presided over by another member, who is an independent non-executive director, or by a member elected by more than half of all committee members present at the meeting.

Article 13 The quorum of a meeting of the Nomination Committee shall be more than two-thirds of the members. Each member has one vote. A resolution of the meeting must be passed by more than half of all members.

Article 14 The voting at the meetings of the Nomination Committee shall be carried out by show of hands or by poll. The meeting may also be convened by telecommunication means.

Article 15 The secretary of the board of directors shall attend the meetings of the Nomination Committee. Other directors, members of the audit committee and senior management members of the Company may be invited to attend the meetings when necessary.

Article 16 All members present at the meeting are obliged to keep all matters discussed at the meeting confidential, and shall not disclose the relevant information without authorization.

Article 17 Members shall attend meetings of the Nomination Committee in person. If a member is unable to attend for any reason, he/she may appoint another member in writing to attend on his/her behalf. Where a member has failed to attend or appoint a proxy to attend a meeting of the Nomination Committee, he/she shall be deemed to have waived his/her right to vote at such meeting.

Article 18 The convening procedures and voting methods of the meetings of the Nomination Committee as well as resolutions passed thereat must comply with the provisions of relevant laws and regulations, the Listing Rules, the Articles of Association and these terms of reference.

Article 19 The Nomination Committee shall keep minutes for its meetings. The minutes shall be signed by members present at the meetings and the recorder. The minutes shall be maintained by the secretary of the board of directors for a period of not less than ten years.

Article 20 The resolutions passed and the results of a poll taken at meetings of the Nomination Committee shall be reported in writing to the board of directors of the Company.

Chapter V Supplementary Provisions

Article 21 For any matters that are not covered in these terms of reference or if these terms of reference conflict with relevant laws, regulations and the Articles of Association, the relevant laws, regulations or the Articles of Association shall prevail.

Article 22 “More than”, “or more” and “within” referred to in these terms of reference include the relevant number, and “exceed” and “less than” do not include the relevant number.

Article 23 These terms of reference shall take effect and be implemented from the date when they are approved by a resolution of the board of directors. These terms of reference shall be interpreted by the board of directors of the Company.

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