ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD.
Terms of Reference of the Strategy Committee

Chapter I General Provisions

Article 1 To support the strategic development of ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD. (the "**Company**"), define its long-term development plans, elevate business development capabilities, streamline investment decision-making procedures, enhance the objectivity and effectiveness of decision-making, improve the quality and outcomes of material decisions, optimize corporate governance, and strengthen the Company's core competitiveness, the board of directors of the Company (the "**Board**") hereby establishes the strategy committee (the "**Strategy Committee**" or the "**Committee**") and adopts these terms of reference (the "**Terms of Reference**") pursuant to the Company Law of the People's Republic of China (the "**Company Law**"), the Articles of Association of the Company (the "**Articles of Association**") and other applicable requirements.

Article 2 The Strategy Committee is a specialized working body under the Board, comprising directors of the Company ("**Directors**"). It is primarily responsible for researching and proposing recommendations on the Company's long-term development strategy and material investment decisions, and is accountable to and reports to the Board.

Article 3 The Strategy Committee shall exercise its powers and adopt resolutions in compliance with applicable laws, administrative regulations, the Articles of Association, applicable policies of the Board and the Terms of Reference. Any resolution adopted in breach of the foregoing shall be null and void.

Chapter II Composition of Members

Article 4 The Strategy Committee shall consist of six (6) Directors.

Article 5 Members of the Strategy Committee shall be nominated by the chairman, more than one-half of the independent non-executive Directors or more than one-third of all Directors, and elected by the Board.

Article 6 The Strategy Committee shall have one (1) chairman (convener), who shall be the chairman of the Board and shall preside over the Committee's affairs.

The chairman shall convene and preside over meetings of the Strategy Committee. If the chairman is unable to perform such duties, he/she shall appoint another member to act on his/her behalf. If the chairman neither performs such duties nor appoints a designee, more than one-half of the members may elect a member to act as chairman and shall report the matter to the Board.

Article 7 Members of the Strategy Committee shall serve terms identical to those of directors of the Board and may be re-elected upon expiration. Any member who ceases to be a Director shall automatically forfeit their membership, and the Board shall fill the vacancy in accordance with Articles 4 through 6 above.

If the size of the Strategy Committee falls below the required number due to resignation, removal or other events, the Board shall promptly elect new members to restore the required quorum.

Members of the Committee may be adjusted mid-term upon the proposal of the chairman and approval by the Board.

Article 8 Members of the Strategy Committee may resign prior to the expiration of their term by submitting a resignation to the Board. The resignation shall include a reasonable explanation of the reasons for resignation and any matters warranting the Board's attention.

Chapter III Responsibilities and Authority

Article 9 The Strategy Committee shall perform the following duties:

(1) Research and make recommendations on the Company's long-term development strategies and plans;

(2) Research and make recommendations on material investment and financing plans subject to approval by the Board under the Articles of Association;

(3) Research and make recommendations on material capital operations and asset management projects subject to approval by the Board under the Articles of Association;

(4) Research and make recommendations on other material matters affecting the Company's development;

(5) Monitor the implementation of the matters set out above;

(6) Such other powers and functions as may be granted by the Board.

Article 10 Relevant departments of the Company shall provide full cooperation to the Strategy Committee in the performance of its duties, and all necessary expenses incurred shall be borne by the Company.

Chapter IV Procedural Rules

Article 11 The Strategy Committee shall meet as required by the Company's business needs, and shall notify all members and invited attendees at least three days in advance of each meeting. In the event of an emergency requiring an extraordinary meeting to be held promptly, notice may be given by communication, email or fax one day prior to the meeting; provided that the chairman shall explain the emergency at the meeting and provide sufficient basis for members to exercise their voting rights.

Article 12 A meeting of the Strategy Committee shall be duly convened only if at least two-thirds of the members are present. Each member shall have one vote. Meetings shall be convened and presided over by the chairman.

Resolutions adopted at the meeting shall require the approval of a majority of all members.

Article 13 Voting at meetings of the Strategy Committee shall be by show of hands or written ballot; meetings may also be conducted by way of communication resolution.

Article 14 Members of the Strategy Committee shall attend meetings in person and express clear views on matters under review. Any member unable to attend in person may submit a signed power of attorney to appoint another member to attend and vote on his/her behalf. The power of attorney shall clearly define the scope and term of authorization. No member may accept more than one proxy at any time.

Article 15 The head and deputy head of the investment review panel who are not members of the Strategy Committee may attend Committee meetings as non-voting attendees. The Strategy Committee may, as it deems necessary, invite representatives of external audit institutions, internal auditors, financial personnel, legal advisors and other relevant personnel to attend meetings and provide necessary information.

Article 16 Minutes shall be kept for all meetings of the Strategy Committee. All members and other attendees shall sign the minutes, which shall be maintained and kept by the board secretary of the Company.

Article 17 Proposals adopted and voting results from meetings of the Strategy Committee shall be submitted to the Board in writing.

Article 18 All persons attending a meeting of the Strategy Committee shall be subject to a duty of confidentiality with respect to matters discussed, and shall not disclose any relevant information without proper authorization.

Article 19 Any member of the Strategy Committee who has a material interest in a matter under discussion shall abstain from deliberation and voting. If a valid deliberative outcome cannot be achieved due to such abstention, the relevant matter shall be considered directly by the Board.

Chapter V Supplementary Provisions

Article 20 The Terms of Reference shall take effect on the date of adoption by resolution of the Board.

Article 21 Matters not provided for in the Terms of Reference shall be governed by applicable national laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), other regulatory rules of the listing venue of the Company's shares, and the Articles of Association. If the Terms of Reference conflict with any future laws, regulations, the Listing Rules or revised Articles of Association, the Board shall amend the Terms of Reference accordingly, and the amended Terms of Reference shall take effect upon approval by the Board.

Article 22 The Terms of Reference shall be formulated, amended and interpreted by the Board.

ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD.

April 17, 2026