

SuperRobotics Holdings Limited 超人智能控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(the “Company”)
(Stock Code: 8176)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(Amended and adopted by the Board on 30 December 2022)

1. Membership

- 1.1 Members of the Remuneration Committee (“**Members**”, each a “**Member**”) shall be appointed by the board (“**Board**”) of directors (“**Directors**”, each a “**Director**”) of the Company from amongst the members of the Board.
- 1.2 The Remuneration Committee shall consist of not less than three members and a majority of the Members shall be independent non-executive Directors (“**INEDs**”, each an “**INED**”).
- 1.3 The appointment of the Members may be revoked, or additional members may be appointed to the Remuneration Committee by separate resolutions passed by the Board and by the Remuneration Committee. If a Member ceases to be a Director, then their office as a Member shall ipso facto cease.

2. Chairman

The chairman of the Remuneration Committee (the “**Chairman**”) shall be appointed by the Board and shall be an INED.

3. Secretary

- 3.1 The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Remuneration Committee.
- 3.2 The Remuneration Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Remuneration Committee.

4. Meetings

- 4.1 The Remuneration Committee shall meet at least once a year.
- 4.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Remuneration Committee shall be any two Members.
- 4.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.5 Resolutions of the Remuneration Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held.
- 4.7 Full minutes shall be kept by the secretary of the Remuneration Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for the Directors' inspection.

5. Attendance at Meetings

- 5.1 The head of the Human Resources Department of the Company or in their absence, a representative from Human Resources Department, shall attend the meetings.
- 5.2 At the invitation of the Remuneration Committee, the chairman of the Board and/or the chief executive officer(s) of the Company, external advisers and other persons may be invited to attend all or part of any meeting.
- 5.3 Only Members are entitled to vote at the meetings.

6. Annual General Meeting

The Chairman or in his absence, another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Remuneration Committee's activities and their responsibilities.

7. Responsibility

The Remuneration Committee shall have the following responsibilities:

- 7.1 to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- 7.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- 7.3 either: (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 7.4 to make recommendations to the Board on the remuneration of non-executive Directors;
- 7.5 to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- 7.6 to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- 7.7 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- 7.8 to ensure that no Director or any of their associates is involved in deciding that Director's own remuneration;
- 7.9 to review and/or approve matters relating to share schemes under Chapter 23 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"); and

7.10 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the GEM Listing Rules from time to time.

8. Reporting Responsibilities

The Remuneration Committee shall report to the Board when appropriate.

9. Authority

9.1 The Remuneration Committee shall consult the Chairman of the Board and/or the chief executive officer(s) of the Company about their remuneration proposals for other executive Directors and senior management.

9.2 The Remuneration Committee is authorised by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties.

9.3 The Remuneration Committee shall be provided with sufficient resources to discharge its duties. Where necessary, the Remuneration Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

10. Effective date and Amendments

10.1 These terms of reference shall come into effect on the date when they are approved by the Board.

10.2 Any amendments to these terms of reference shall be recommended by the Remuneration Committee and come into effect on the date when they are approved by the Board.

Remark: "senior management" refers to the same persons referred to in the Company's annual report and required to be disclosed under Rule 18.39 of the GEM Listing Rules.