

SHENTONG ROBOT EDUCATION GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

Terms of Reference of Nomination Committee

(Revised and adopted on 24 June 2025)

1. Composition

- 1.1 The Nomination Committee of the Board (the “**Board**”) of Directors (the “**Directors**”) of the Company (the “**Nomination Committee**”) shall consist of at least two independent non-executive Directors (“**INEDs**”) appointed by the Board. The Board may from time to time appoint additional members to the Nomination Committee from among the non-executive directors. A majority of the members of the committee shall be INEDs.
- 1.2 The Chairman of the Nomination Committee shall be the Chairman of the Board or an INED otherwise appointed by the Board.
- 1.3 The Company Secretary of the Company or his nominee shall be the secretary of the Nomination Committee.
- 1.4 The Company should appoint at least one Director of a different gender to the Nomination Committee.

2. Meetings

- 2.1 The member of Nomination Committee can call for a meeting anytime when it is necessary. Only the members of the Nomination Committee can vote in a meeting of the Nomination Committee.
- 2.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
- 2.3 The quorum of the Nomination Committee meeting shall be two members of which should be independent non-executive Directors.
- 2.4 The secretary of the Nomination Committee shall circulate minutes of the meetings and reports of the Nomination Committee to all Directors. Minutes of meetings of the Nomination Committee shall be produced to subsequent Board meetings for information.
- 2.5 Proceedings of meetings of the Nomination Committee shall be governed by the Articles of Association (as amended from time to time) of the Company.

3. Authority

The Nomination Committee is authorised by the Board:

- (1) To seek independent professional advice if necessary, at the Company's expense, to perform its responsibilities; and
- (2) To obtain sufficient resources to perform its duties.

4. Duties

The duties of the Nomination Committee are as follows:

- (1) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (3) To assess the independence of INEDs;
- (4) To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer;
- (5) To review the policy on Board diversity (the “**Board Diversity Policy**”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives;
- (6) Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) the perspectives, skills and experience that the individual can bring to the Board; and (iii) how the individual contributes to diversity of the Board;
- (7) To support the regular evaluation of the Board's performance;
- (8) To do any act to enable the Nomination Committee to exercise and perform its powers and functions delegated to it by the Board;

- (9) To implement or comply with any requirement, direction or regulation that may from time to time be prescribed by the Board or contained in the Company's Memorandum and Articles of Association or imposed by legislation; and
- (10) To report to the Board on any decisions made by the Nomination Committee, unless there are legal or regulatory restrictions to do so.