Beijing Zhongke WengeAI Science and Technology Co., Ltd.
Working Rules for the Remuneration Committee
of the Board of Directors

Chapter I General Provisions

Article 1 To further establish and improve the assessment and remuneration management system for directors and senior management of Beijing Zhongke WengeAI Science and Technology Co., Ltd. (hereinafter referred to as the "**Company**"), and to enhance the Company's corporate governance structure, the Company hereby establishes the Remuneration Committee of the Board of Directors and formulates these Working Rules in accordance with the Company Law of the People's Republic of China (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 "**Hong Kong Listing Rules**"), the Articles of Association of Beijing Zhongke WengeAI Science and Technology Co., Ltd. (hereinafter referred to as the "**Articles of Association**"), and other relevant provisions.

Article 2 The Remuneration Committee is primarily responsible for studying and reviewing the remuneration policies and plans for the Company's directors and senior management, for formulating assessment standards for the Company's directors and senior management and conducting assessments, and for exercising other powers delegated by the Board of Directors.

Article 3 For the purposes of these Working Rules, "directors" means the Chairman of the Board of Directors and directors who receive remuneration from the Company, and "senior management" means the general manager, executive deputy general manager, chief financial officer, and board secretary appointed by the Board of Directors. Directors who do not receive remuneration from the Company are not within the scope of assessment under these Working Rules.

Chapter II Composition

Article 4 The Remuneration Committee shall consist of three (3) directors, of whom independent non-executive directors shall constitute a majority of the Committee members.

Article 5 Members of the Remuneration Committee shall be nominated by the Chairman of the Board of Directors, more than one-half (1/2) of the independent non-executive directors, or more than one-third (1/3) of the members of the Board of Directors, and shall be elected by the Board of Directors by a majority vote of all directors.

Article 6 Members of the Remuneration Committee must meet the following conditions:

(I) not having any circumstances that would disqualify them from serving as a director of the Company under the Company Law, the Hong Kong Listing Rules, other laws, regulations, or the Articles of Association;

(II) not having been declared by a stock exchange as an unsuitable candidate within the last three years;

(III) not having been subject to administrative penalties by the China Securities Regulatory Commission for material violations of laws or regulations within the last three years;

(IV) being familiar with relevant national laws and administrative regulations, possessing good moral character, having relevant professional knowledge, and being familiar with the Company's operations and management;

(V) abiding by the principle of good faith, being self-disciplined and honest, loyal to their duties, and actively working to safeguard the interests of the Company and shareholders;

(VI) possessing strong comprehensive analysis and judgment capabilities, and having the ability to work independently;

(VII) other conditions as stipulated by relevant laws, regulations, or the Articles of Association.

Article 7 A person who does not meet the conditions for office set forth in the preceding article shall not be elected as a member of the Remuneration Committee. If a member of the Remuneration Committee, during their term of office, falls under any of the circumstances set forth in the preceding article that render them unsuitable for office, such member shall voluntarily resign or be removed by the Board of Directors.

Article 8 The Remuneration Committee shall have one (1) chairman, who shall serve as the convener and preside over the work of the Committee. The chairman shall be an independent non-executive director and shall be appointed upon approval by the Board of Directors.

Article 9 The term of office of the members of the Remuneration Committee shall coincide with that of the directors. Members may serve consecutive terms upon re-election. If, before the expiry of their term, a member ceases to serve as a director of the Company, or a member who is required to have the status of an independent non-executive director no longer meets the independence requirements set forth in relevant laws, regulations, rules, normative documents, or the Articles of Association, they shall automatically lose their membership on the Committee. A member may resign before the expiry of their term of office. Resignation shall be submitted in writing to the Board of Directors, and shall take effect upon approval by the Board of Directors. If, due to resignation, removal, or other reasons, the number of members of the Committee falls below two-thirds (2/3) of the required number or independent non-executive directors no longer constitute a majority of the Committee members, the Board of Directors shall fill the vacancies in accordance with the above provisions. Before the elected successor members assume office, the original members shall continue to perform their duties in accordance with these Working Rules.

Article 10 The relevant department shall be responsible for the routine liaison and meeting organization of the Remuneration Committee.

Chapter III Duties and Authority

Article 11 The principal duties of the Remuneration Committee are:

(I) to formulate remuneration plans or schemes based on the principal scope of duties, responsibilities, importance of the management positions of directors and senior management, and the remuneration levels of relevant positions in the market; to make recommendations to the Board of Directors on the overall remuneration policy and structure for directors and senior management, and on the establishment of a formal and transparent procedure for developing remuneration policy; to review and approve management's remuneration proposals in line with the corporate policies and objectives set by the Board of Directors;

(II) to review the performance of the Company's independent non-executive directors and senior management in performing their duties and to conduct annual performance appraisals; with delegated authority from the Board of Directors, to make recommendations to the Board of Directors on the remuneration packages of individual executive directors and senior management, including non-monetary benefits, pension rights and compensation amounts (including compensation for loss or termination of office or appointment);

(III) to make recommendations to the Board of Directors on the remuneration of non-executive directors;

(IV) to supervise the implementation of the Company's remuneration system;

(V) to consider compensation paid by comparable companies, time commitment and responsibilities required, and employment conditions of other positions within the Group;

(VI) to review and approve compensation payable to executive directors and senior management in connection with loss or termination of office or appointment, to ensure such compensation is consistent with the contractual terms; if not consistent with the contractual terms, such compensation shall also be fair and reasonable and not excessive;

(VII) to review and approve compensation arrangements relating to dismissal or removal of a director for misconduct, to ensure such arrangements are consistent with the contractual terms; if not consistent with the contractual terms, such compensation shall also be reasonable and appropriate;

(VIII) to ensure that no director or any of their associates participates in determining their own remuneration;

(IX) to review the performance of the Company's directors and senior management in performing their duties, to conduct annual performance appraisals, and to issue a special report to the Board of Directors;

(X) to review and/or approve matters relating to share schemes in accordance with Chapter 17 of the Hong Kong Listing Rules (as amended and supplemented from time to time);

(XI) to ensure that any share options or awards granted by the Company to its directors or senior management (if any) comply with the provisions of Chapter 17 of the Hong Kong Listing Rules (as amended and supplemented from time to time) (as applicable), including but not limited to:

(1) where share options or awards with a vesting period of less than 12 months are granted to directors and/or senior management, to provide opinions on why the shorter vesting period is appropriate and on the consistency of such grant with the purposes of the relevant share incentive plan;

(2) where share options or awards are granted to directors and/or senior management without performance targets and/or clawback mechanisms, to provide opinions on why performance targets and/or clawback mechanisms are not required and on the consistency of such grant with the purposes of the relevant share incentive plan.

(XII) the responsibilities and powers of the Remuneration Committee shall include those set forth in the relevant code provisions of Appendix C1, the Corporate Governance Code, to the Hong Kong Listing Rules (as amended and supplemented from time to time);

(XIII) other matters as stipulated by laws, regulations, rules, normative documents, the Articles of Association and these Working Rules, as required by the securities regulatory authorities of the place where the Company's shares are listed, or as delegated by the Board of Directors.

Article 12 Remuneration plans or schemes proposed by the Remuneration Committee shall not harm the interests of shareholders. The Board of Directors has the authority to veto any remuneration plan or scheme that is detrimental to the interests of shareholders.

Article 13 Remuneration plans or schemes proposed by the Remuneration Committee for the Company's directors shall be submitted to the Board of Directors for approval and to the shareholders' meeting for consideration and approval before implementation. The remuneration distribution plans for senior management shall be submitted to the Board of Directors for approval.

Article 14 The Remuneration Committee shall be accountable to the Board of Directors, and its proposals shall be submitted to the Board of Directors for review and decision. The Remuneration Committee shall provide all research and discussion materials, information, and findings to the Board of Directors in the form of reports, recommendations, or summaries for the Board's study and decision-making.

Article 15 The chairman shall perform the following duties:

(I) to convene and preside over Committee meetings;

(II) to review and sign Committee reports;

(III) to review the implementation of Committee resolutions and recommendations;

(IV) to report the Committee's work to the Board of Directors;

(V) other duties that should be performed by the chairman.

If the chairman is unable to perform their duties for any reason, they shall designate another member who is an independent non-executive director to act on their behalf; if no such designation is made, a member elected by more than half of all members who are able to perform their duties shall act on behalf of the chairman.

Chapter IV Rules of Procedure

Article 16 Meetings of the Remuneration Committee shall be convened at the request of the Board of Directors or upon the proposal of the chairman of the Remuneration Committee, and notice shall be given three (3) days before the meeting by communication, email, or facsimile. The aforementioned notice period may be waived with the consent of all members, provided that the chairman shall explain the circumstances at the meeting and provide sufficient basis for members to exercise their voting rights. The meeting shall be presided over by the chairman. If the chairman is unable or fails to perform their duties, they shall designate another member to act on their behalf; if the chairman neither performs their duties nor designates another member to act on their behalf, more than half of the members present may elect one member to act on behalf of the chairman and promptly report such circumstances to the Board of Directors.

Article 17 The meeting notice shall include the following:

(I) the time, place, and method of the meeting;

(II) the duration of the meeting;

(III) the topics to be discussed at the meeting;

(IV) the contact person and contact information for the meeting;

(V) the date of the meeting notice.

Article 18 The meeting agenda and all relevant meeting documents shall be delivered to all members of the Committee and (if appropriate) other persons attending the meeting in a timely manner in accordance with these Working Rules. Members shall fully review the meeting materials prior to the meeting.

Article 19 Meetings of the Remuneration Committee shall in principle be held in person, by video conference, or by telephone conference. In case of emergency, force majeure, or other special circumstances where an in-person, video, or telephone meeting cannot be held, a written communication method may be adopted.

Article 20 A meeting of the Remuneration Committee may be held only if at least two-thirds (2/3) of the members (including two (2) independent non-executive directors) are present. Each member shall have one vote. Resolutions passed at a meeting must be approved by a majority of all members present.

Article 21 Meetings of the Remuneration Committee shall be attended by members in person. If a member is unable to attend for any reason, they may appoint another member in writing to attend on their behalf. A member who fails to attend a Remuneration Committee meeting and does not appoint a representative to attend shall be deemed to have waived their voting rights at that meeting.

Article 22 If a member of the Remuneration Committee fails to attend two (2) consecutive meetings in person and does not entrust another member to attend on their behalf, they shall be deemed incapable of performing their duties, and the other members of the Remuneration Committee shall recommend to the Board of Directors that such member be removed.

Article 23 Voting at Remuneration Committee meetings shall be conducted by a show of hands or by ballot. Extraordinary meetings may be held by means of written communication.

Article 24 Resolutions passed and signed in writing by all members of the Remuneration Committee shall also be valid and have the same effect as resolutions passed at a duly convened and held meeting of the Remuneration Committee.

Article 25 If necessary, the Remuneration Committee may invite directors, supervisors, and senior management of the Company to attend meetings as non-voting participants.

Article 26 If necessary, the Remuneration Committee may engage external professional advisors to provide professional opinions for its decision-making, and the costs thereof shall be borne by the Company.

Article 27 When the Remuneration Committee discusses any matter involving a member of the Committee, the member concerned shall recuse themselves from the discussion.

Article 28 The convening procedures, voting methods, and remuneration policies and distribution plans passed at meetings of the Remuneration Committee must comply with relevant laws, regulations, the Articles of Association, and these Working Rules.

Article 29 The minutes of Remuneration Committee meetings shall provide sufficient details of the matters considered and the decisions reached at the meetings, including any concerns or dissenting views expressed by members, and shall include at least the following: the date, time, place, convener, chairperson, attendees (with special notation for those attending on behalf of others), the agenda, key points of each speaker's remarks on the matters considered, the voting results for each matter (stating the number of votes for, against, and abstentions), and other matters that should be recorded in the minutes.

Article 30 The members attending the meeting shall sign the minutes. All documents, reports, resolutions, and minutes of the Remuneration Committee shall be kept by the Office of the Board of Directors in accordance with the Company's document management system.

Article 31 All members attending the meeting and other attendees shall have a duty of confidentiality with respect to the matters discussed at the meeting and shall not disclose any relevant information without authorization, except as otherwise required by relevant laws, regulations, and/or regulatory authorities.

Chapter V Recusal System

Article 32 If a member of the Remuneration Committee, their immediate family members, or any other enterprise controlled by the member or their immediate family members has a direct or indirect interest in the matter under discussion, such member shall promptly disclose to the Remuneration Committee the nature and extent of the interest.

Article 33 When the circumstances set forth in the preceding article occur, the interested member shall recuse themselves from voting at the Remuneration Committee meeting. However, if the other members of the Remuneration Committee, after discussion, unanimously agree that such interest will not have a material impact on the matter to be voted on, the interested member may participate in the vote.

Article 34 If the Board of Directors deems it inappropriate for the interested member in the preceding paragraph to participate in the vote, it may set aside the voting results on the relevant proposal and require the disinterested members to re-vote on the relevant proposal.

Article 35 The Remuneration Committee shall deliberate and make resolutions on proposals without counting the interested member toward the quorum. If, after the recusal of the interested member, the Remuneration Committee falls below the minimum quorum required for the meeting, all members (including the interested member) shall make a resolution on procedural matters such as submitting the proposal to the Board of Directors for review, and the Board of Directors shall consider the proposal.

Article 36 The minutes and resolutions of Remuneration Committee meetings shall state that the interested member was not counted toward the quorum and did not participate in the vote.

Chapter VI Supplementary Provisions

Article 37 The provisions of the Company Law, the Hong Kong Listing Rules, and the Articles of Association regarding directors' obligations shall apply to members of the Remuneration Committee.

Article 38 Matters not covered in these Working Rules shall be governed by the relevant provisions of laws, regulations, normative documents, the Hong Kong Listing Rules, the Articles of Association, etc. If any provision of these Working Rules conflicts with any national laws, regulations, listing rules of the stock exchange of the place where the Company's shares are listed as promulgated from time to time, or the Articles of Association as amended through lawful procedures, the provisions of such national laws, regulations, listing rules of the stock exchange of the place where the Company's shares are listed, and the Articles of Association shall prevail, and these Working Rules shall be amended promptly.

Article 39 Unless otherwise specified, the terms "above" and "below" as used in these Working Rules include the base figure; the terms "lower than", "more than", and "more than half" do not include the base figure.

Article 40 These Working Rules shall be approved by the Board of Directors of the Company and shall become effective and operative on the date on which the Company completes its initial public offering of overseas listed foreign shares (H Shares) and is listed on the Main Board of The Stock Exchange of Hong Kong Limited. Amendments shall become effective upon approval by the Board of Directors.

Article 41 The power to interpret these Working Rules shall reside with the Board of Directors of the Company.

Article 42 Unless otherwise specifically provided or the context otherwise requires, the terms used in these Working Rules shall have the same meanings as those terms in the Articles of Association.