

上海復旦微電子集團股份有限公司
SHANGHAI FUDAN MICROELECTRONICS GROUP COMPANY LIMITED*
(the “Company”)

Terms of Reference for Nomination Committee

(Revised on 30 August 2013)

1. Members

- 1.1 Members of the Nomination Committee (the “Committee”) shall be appointed by the board of directors (the “Board”) of the Company. The Committee shall consist of not less than three members and a majority of its members shall be independent non-executive directors (INED(s)).
- 1.2 The Chairman of the Committee (the “Chairman”) shall be appointed by the Board and should be acted by an INED. In the absence of the Chairman, members present may elect any member (who should be an INED) to conduct the meeting.

2. Quorum

- 2.1 Two members shall form a quorum and one of which must be an INED.

3. Meetings

- 3.1 Meetings of the Committee may be held as and when required or as requested by the Chairman. The Committee shall hold at least one meeting in a year.
- 3.2 A Committee meeting which is duly convened and at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Committee.
- 3.3 Members of the Committee may adopt from time to time the procedures governing the convening of the Committee meetings and the means and procedures for the passing of resolutions at Committee meetings.
- 3.4 The Chairman may request the proposed director to attend Committee meeting if he considers necessary and with suitable reasons.
- 3.5 The Company Secretary or his delegate or such other person appointed by the Chairman shall be the secretary of the Committee (the “Secretary”).

4. Minutes of Meetings

- 4.1 Minutes of the Committee shall be kept by the Secretary. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.

5. Responsibilities

The Committee shall:

- 5.1 review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) of the Board on a regular basis and at least once a year, and make recommendations to the Board regarding any proposed changes;
- 5.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships, with due regard for the benefits of diversity on the Board;
- 5.3 assess the independence of the INEDs;
- 5.4 make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the general manager, in the light of the knowledge, skills, experience and diversity required; and
- 5.5 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, should ensure the setting out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent; and
- 5.6 review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives.

6. Authorities

- 6.1 The Committee is provided by the Board with sufficient resources to perform its duties including authorisation to obtain legal or other independent professional advices from outsiders at the Company's expenses.
- 6.2 The Committee is authorised by the Board to deal with matters within the terms of reference and has the authority to obtain relevant information from employees and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

7. Others

- 7.1 This Terms of Reference has been prepared bilingually in English and Chinese, and both versions have equal status and same effect.

**For identification only*