上海復旦微電子集團股份有限公司

SHANGHAI FUDAN MICROELECTRONICS GROUP COMPANY LIMITED*

(the "Company")

IMPLEMENTATION RULES FOR THE NOMINATION COMMITTEE OF THE BOARD

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the selection of directors and senior management, optimize the constitution of the Board and perfect the corporate governance structure of Shanghai Fudan Microelectronics Group Company Limited (hereinafter referred to as the "Company"), the Company has set up the Nomination Committee of the Board (hereinafter referred to as the "Nomination Committee") and formulated these implementation rules in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as ''Hong Kong Listing Rules''), Shanghai Stock Exchange STAR Market Listing Rules, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Articles of Association of the Company (the "Articles"), relevant laws, regulations and regulatory documents.

Article 2 The Nomination Committee is a specific standing committee set up by the Board and its main responsibilities are to study and formulae the nomination standards and procedures for directorship and senior management of the Company, and carry out review and making proposal for candidates of directorship and senior management.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall comprise five to seven directors with independent directors as the majority. The Nomination Committee shall comprise at least one director of a different gender.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors or one-

third of all directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have one chairman (convener) who shall be an independent director and be responsible for leading the work of the committee. The chairman of the Committee shall be elected by the Board.

Article 6 The term of office of members of the Nomination Committee shall be the same as that of directors, renewable upon re-election at its expiry. If any member no longer maintains the position as a director of the Company during his/her term of office, he/she shall automatically disqualify as a member, and the vacancy shall be filled by the Board in accordance with the provisions of Articles 3 to 5 above.

Article 7 The working group of the Nomination Committee shall act as the regular administrative body and shall be responsible for daily work communication and organization of meetings. The working group comprises office of the Board, human resources and other relevant departments.

CHAPTER 3 RESPONSIBILITIES AND AUTHORITIES

Article 8 The primary responsibilities of the Nomination Committee include:

(1) to advise on the size and composition of the Board, based on the operating business activities, asset size and shareholding structure of the Company, to the Board;
(2) to research the standard and procedure of selection of the directors and management and to put forward proposals to the Board;
(3) to advise the Board on the appointment or reappointment of directors and succession planning for directors (particularly the Chairman and Managing Director), identify individuals with suitable qualifications to serve as directors, and select qualified candidates for directors and senior management positions.;
(4) to examine the candidates of the directors and senior management and put forward proposals;
(5) to examine other senior management who shall be reported to the Board for appointment and put forward proposals;
(6) review at least annually the structure, size and composition of the Board (including in terms of skills, knowledge and experience), assisting the Board in compiling a Board skills matrix, and making

recommendations on any changes to the Board proposed to be made to align with the Company's strategy;

(7) support the Company in conducting regular assessments of the Board's performance;

(8) assess the Independence of Independent Non-Executive Directors;

(9) Other matters authorised by the Hong Kong Listing Rules and Board of Directors.

Article 9 The Nomination Committee shall be accountable to the Board. The Nomination Committee shall submit nomination proposals to the Board of for approval.

CHAPTER 4 PROCEDURES OF DECISION MAKING

Article 10 The Nomination Committee shall, pursuant to the provisions of relevant laws, regulations and the Articles of Association together with the actual situation of the Company, examine the election requirements, selection process and terms of office for the Company’s directors and senior management, form a resolution, file it for the record, submit it to the Board for approval and implement it in compliance therewith.

Article 11 The election and appointment procedures for directors and senior management:

(1) the Nomination Committee shall proactively communicate with the Company’s relevant departments, examine the Company’s demand for new directors and senior managers, and present such information in writing;

(2) the Nomination Committee may search extensively for candidates for directors and senior management from the Company, the enterprises in which the Company holds controlling or non-controlling interest and the human resource market;

(3) to gather information about the occupation, academic qualifications, post title, detailed work experience and all the concurrent posts of the candidates and present such information in writing;

(4) to seek the nominees’ consent for nomination; otherwise, the nominees cannot be the candidates for directors or senior management;

(5) to convene a Nomination Committee meeting to conduct a preliminary review on the qualifications of the candidates on the criteria for

directors and senior management;

(6) to make suggestion to the Board of Directors regarding the candidates for directors and new senior management and submit the relevant information to the Board prior to the election of new directors and appointment of new senior management;

(7) to complete other follow-up work according to the decision and feedback from the Board.

CHAPTER 5 PROCEDURAL RULES

Article 12 The Nomination Committee shall hold meeting at least once every year and more than half of the Nomination Committee members can convene an extraordinary meeting. Notice of meeting shall be send to all the members three days before convening the meeting. A Nomination Committee meeting shall be presided over by the convener. When the convener is unable to attend the meeting, he/she may appoint another independent director to preside over the meeting on his/her behalf.

Article 13 A Nomination Committee meeting may only be convened with the presence of more than two-third of the members. Each member has one vote. Resolutions may only be passed by more than half of all the members voting in favor of such resolutions.

Article 14 Votes may be made by a show of hands or by poll in a Nomination Committee meeting, while for extraordinary meeting may be held by way of voting by correspondence.

Article 15 The Nomination Committee may also invite directors and other senior management of the Company to present at its meetings if necessary.

Article 16 If the matter to be discussed or approved by the Nomination Committee relates to a member or he/she has interest, the member must abstain in accordance with the rules.

Article 17 The Nomination Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.

Article 18 The procedures for convening of a Nomination Committee meeting, its voting methods and proposals to be passed at such meeting must comply with the provisions of applicable laws, regulations, the Articles of Association and the implementation rules.

Article 19 Minutes shall be taken on all meetings of the Nomination Committee and signed by each attending member. All meeting minutes shall be kept by the Secretary of the Board for no less than ten years.

Article 20 Any resolution passed at a Nomination Committee meeting and the voting results must be reported in written to the Board.

Article 21 Members present at such meeting are obliged to keep all matters discussed at such meeting confidential, and shall not disclose any relevant information without authorization.

CHAPTER 6 ADDENDUM

Article 22 Any matters not covered by these Rules shall be governed by the relevant laws, regulations, normative documents of the State, the Hong Kong Listing Rules, and the provisions of the Articles of Association. Where there is any inconsistency between these Rules and the relevant laws, regulations, normative documents, the Hong Kong Listing Rules, or the provisions of the Articles of Association, the relevant laws, regulations, normative documents, the Hong Kong Listing Rules, and the provisions of the Articles of Association shall prevail. Should these Rules conflict with any laws, regulations, normative documents promulgated by the State in future, the Hong Kong Listing Rules, or the Articles of Association as amended through lawful procedures, the provisions of the relevant State laws, regulations, normative documents, the Hong Kong Listing Rules, and the Articles of Association shall prevail, and these Rules shall be amended accordingly.

Article 23 Theses rules shall be implemented after the approval by the Board.

Article 24 Theses rules shall be amended and interpreted by the Board of the Company.

Shanghai Fudan Microelectronics Group Company Limited*

October 2025

*For identification only