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 REMUNERATION AND EVALUATION COMMITTEE OF THE BOARD

(2025 Revised Edition)

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further establish a sound system of assessment and remuneration management for directors and senior management of Shanghai Fudan Microelectronics Group Company Limited (the "Company"), and perfect its corporate governance structure, the Company has set up the Remuneration and Evaluation Committee (the "Remuneration and Evaluation Committee") under the Board and formulated the implementation rules in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the ''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 Remuneration and Evaluation Committee is a specific working body set up by the Board in accordance with the resolutions at the general meeting. Its main responsibilities are to formulate standards for appraising directors and senior management of the Company and conduct assessments; formulate and review the policies for and proposals on the remuneration of directors and senior management of the Company.

Article 3 Directors mentioned in the implementation rules refer to the directors who receive remuneration from the Company; and senior management refer to general manager, deputy general manager, chief financial officer, the secretary of the Board and the and other senior management as stipulated in the Articles.

CHAPTER 2 COMPOSITION

Article 4 The Remuneration and Evaluation Committee shall consist of three directors with independent directors as the majority.

Article 5 The members of the Remuneration and Evaluation Committee shall be nominated by the Chairman of the Board, more than half of the independent directors, or one-third of all directors, and is subject to election by the Board.

Article 6 The Remuneration and Evaluation Committee shall have one convener, responsible for presiding over the work of the committee. The convener shall be elected by the Board.

Article 7 The term of office of the Remuneration and Evaluation Committee shall be identical to that of the Board. A member may offer himself/herself for re-election upon the expiration of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, his/her membership in the Remuneration and Evaluation Committee shall lapse automatically, and the vacancy shall be filled by the person elected by the Remuneration and Evaluation Committee in accordance with Articles 4 to 6 as mentioned above.

Article 8 The Remuneration and Evaluation Committee shall establish a working unit, which specifically be responsible for providing information related to the operation of the Company and the relevant information of the persons to be appraised. The working unit shall also be responsible for the preparation of meetings of the Remuneration and Evaluation Committee and the implementation of relevant resolutions of the Committee. Members of the working unit comprises of office of the Board, human resources department, finance department and internal audit department etc.

CHAPTER 3 RESPONSIBILITIES AND AUTHORITIES

Article 9 The primary responsibilities and authorities of the Remuneration and Evaluation Committee include:

(1) To review the criteria for evaluation of directors and senior management, conduct evaluations and make recommendations;
(2) to research and review remuneration policies and schemes for directors and senior management. Formulate remuneration policies or schemes based on the primary scope, responsibilities and significance of directors' and senior management's management positions, taking into account remuneration levels at other relevant enterprises and comparable positions, and submit recommendations to the Board regarding the remuneration packages for individual directors and senior management. Remuneration policies or schemes shall include, but are not limited to: performance evaluation criteria, procedures and principal assessment systems; principal incentive and disciplinary schemes and systems; and provisions ensuring that no director or any of their associates may participate in determining their own remuneration.;
(3) to formulate the Company's share incentive scheme for the approval by the Board. To review the law compliance of grants and conditions of exercise during the implementation of share incentive scheme and provide opinion on review. Pursuant to the terms and conditions of the share incentive scheme, pursue compensation from the grantees for income derived from the scheme and to review and/or approve matters relating to share schemes as described in Chapter 17 of the Hong Kong Listing Rules;
(4) to review the performance of duties of directors and senior management of the Company and to conduct periodical performance evaluations and make recommendations;
(5) to be responsible for supervising the implementation of the Company's remuneration system;
(6) to handle other matters as authorized by the Board or Hong Kong Listing Rules.

Article 10 The Remuneration and Evaluation Committee shall be accountable to the Board. The proposal of the committee shall be submitted to the Board for consideration and approval.

Article 11 The performance evaluation of the directors and senior management shall be organized by the Remuneration and Evaluation Committee, and the Remuneration and Evaluation Committee can appoint third parties to

perform evaluation. The evaluation results are provided for the Board of Directors' decision.

CHAPTER 4 PROCEDURAL RULES

Article 12 The working unit under the Remuneration and Evaluation Committee shall be responsible for the preliminary preparations for decision-making of the Remuneration and Evaluation Committee, and providing relevant information of the Company:

(1) to provide information on the fulfillment of the main financial targets and business objectives of the Company;
(2) to provide information on the division of work of the Company's senior management and their main duties;
(3) to provide information on the fulfillment of targets involved in the work performance assessment system of directors and senior management;
(4) to provide information on the operational performance of directors and senior management in terms of the capability in business innovation and profit-making;
(5) to provide the basis for relevant measurement and calculation adopted in the proposed formulation of remuneration distribution plans and distribution methods of the Company according to the performance of the Company;
(6) Opinion of the Audit Committee on the evaluation;
(7) Other information relevant to the decision-making of the Remuneration and Evaluation Committee.

Article 13 The procedures for appraising directors and senior management adopted by the Remuneration and Evaluation Committee include:

(1) the directors and senior management of the Company shall report their work and make self-assessments to the Remuneration and Evaluation Committee under the Board of Directors;
(2) the Remuneration and Evaluation Committee shall carry out performance assessments of the directors and senior management according to the performance assessment standards and procedures;
(3) the assessment of directors and senior management on the innovative ability and business development potential;

(4) the Remuneration and Evaluation Committee shall propose the remuneration amount and form of reward for the directors and senior management according to the performance Evaluation results and remuneration distribution policy, and shall report the same to the Board of Directors after they are passed by voting;
(5) carry out special evaluation in case of the change of session of directorship and recruitment of senior management before the holding of Board meeting.

The remuneration plan for the directors of the Company proposed by the Remuneration and Evaluation Committee shall be reported to the Board for approval and submitted to the shareholders' meeting for consideration and approval before implementation. The remuneration distribution plan for the senior management of the Company shall be reported to the Board for approval. The Board has the right to reject remuneration plans or proposals which do harm to the interests of the shareholders.

CHAPTER 5 DECISION-MAKING PROCEDURE

Article 14 The Remuneration and Evaluation Committee shall hold meeting at least once a year and when proposed by one half or more of its members, an extraordinary meeting may be convened. Notice of meeting shall be served to all the members three days before convening the meeting and the meeting shall be presided over by the chairman of 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 15 The meeting of Remuneration and Evaluation Committee may only be convened with the presence of more than two-third of the members. Each member has one vote. Resolutions of the Meeting shall only be passed by more than half of all the members voting in favor of such resolutions.

Article 16 Votes may be made by a show of hands or by poll in the meeting of Remuneration and Evaluation Committee, while for voting at an extraordinary meeting of the Committee may also be by correspondence.

Article 17 The Remuneration and Evaluation Committee may also invite directors, and senior management of the Company to present at its meetings if

necessary.

Article 18 The Remuneration and Evaluation Committee shall consider the opinion of the Audit Committee when performing annual evaluations.

Article 19 The Remuneration and Evaluation Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.

Article 20 Members of the Remuneration and Evaluation Committee shall abstain from discussing and voting on the subject matters referring to him/her.

Article 21 The procedures for convening the meeting of the Remuneration and Evaluation Committee, its voting methods and the remuneration policies and distribution plan to be passed at such meeting must comply with the provisions of relevant laws, regulations, the Articles of Association and the implementation rules.

Article 22 Minutes shall be taken on all meetings of the Remuneration and Evaluation Committee and signed by each attending member. All meeting minutes shall be kept by the Secretary of the Board of the Company for no less than ten years.

Article 23 The resolutions passed at the meeting of the Remuneration and Evaluation Committee and the voting results must be reported in written to the Board of the Company.

Article 24 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 25 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 26 Theses rules shall be implemented after the approval by the Board.

Article 27 Theses rules shall be amended and interpreted by the Board of the Company.

Shanghai Fudan Microelectronics Group Company Limited*

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*For identification only