Shanghai Iluvatar CoreX Semiconductor Co., Ltd.

Rules of Procedure for the Nomination Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the appointment of senior management of the Company, optimize the composition of the Board of Directors, and improve the corporate governance structure, the Nomination Committee under the Board of Directors has been established with these Rules of Procedure formulated 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**") and other relevant laws and regulations, and the Articles of Association of Shanghai Iluvatar CoreX Semiconductor Co., Ltd. (hereinafter referred to as the "**Articles of Association**").

Article 2 The Nomination Committee of the Board of Directors is a specialized working organization established by the Board of Directors in accordance with the resolutions of the shareholders' meeting, mainly responsible for the nomination and election of Directors and senior management of the Company, and making recommendations to the Board of Directors.

Article 3 Directors referred to in these Rules of Procedure refer to the chairman of the Board of Directors and Directors of the Company, and senior management refer to the general manager, deputy general manager, secretary to the Board of Directors, person in charge of finance and other senior management stipulated in the Articles of Association.

CHAPTER 2 COMPOSITION

Article 4 The Nomination Committee comprises at least three Directors, of whom the majority should be independent non-executive Directors.

Article 5 Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, not less than half of the independent non-executive Directors or not less than one-third of all Directors, and shall be elected by the Board of Directors.

Article 6 The Nomination Committee has one chairman (convener), who shall be the chairman of the Board of Directors or an independent non-executive Director member, and is responsible for presiding over the work of the committee; the chairman shall be nominated by the chairman of the Board of Directors and submitted to the Board of Directors for approval.

Article 7 The term of office of the Nomination Committee shall coincide with that of the Board of Directors. A member may serve consecutive terms if re-elected upon the expiry of his/her term of office.

If a member ceases to be a Director or is no longer suitable for the position of member during his/her term of office, he/she shall automatically lose his/her qualification as a member, subject to approval by the Board of Directors. The Board of Directors shall appoint a new member in accordance with the Articles of Association and these Rules of Procedure.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 8 The primary duties and authorities of the Nomination Committee are:

(I) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors at least annually based on the Company's business activities, asset scale and shareholding structure, and making recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy;

(II) studying the selection standards and procedures for Directors and senior management, and making recommendations to the Board of Directors;

(III) widely searching for qualified candidates for Directors and senior management, establishing a relevant talent pool, and selecting or making recommendations to the Board of Directors on the selection of individuals nominated for directorships;

(IV) reviewing and making recommendations on the candidates for Directors and senior management;

(V) assessing the independence of independent non-executive Directors;

(VI) making recommendations to the Board of Directors on the appointment or re-appointment of Directors and succession planning for Directors (in particular the chairman and the chief executive);

(VII) other matters authorized by the Board of Directors.

Article 9 The Nomination Committee shall be accountable to the Board of Directors, and its proposals are submitted to the Board of Directors for consideration and decision; the controlling shareholder shall fully respect the recommendations of the Nomination Committee in the absence of sufficient reasons or reliable evidence, otherwise, it cannot propose alternative candidates for Directors and senior management.

Article 10 Where the Board of Directors proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting should set out:

(I) the process used for identifying the individual and why the Board of Directors believes he/she should be elected and the reasons why they consider him/her to be independent;

(II) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Board of Directors believes the individual would still be able to devote sufficient time to the Board of Directors;

(III) the perspectives, skills and experience that the individual can bring to the Board of Directors; and

(IV) how the individual contributes to diversity of the Board of Directors.

Article 11 The Nomination Committee should make available its terms of reference on the websites of the Hong Kong Stock Exchange and the Company, explaining its role and the authority delegated to it by the Board of Directors.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 12 The Nomination Committee shall study the selection conditions, selection procedures and term of office of the Directors and senior management of the Company in accordance with the provisions of laws, regulations, the Hong Kong Listing Rules and the Articles of Association and in combination with the actual situation of the Company, and form a resolution to be filed and submitted to the Board of Directors for approval. The selection procedures for Directors and senior management include:

(I) the Nomination Committee should actively communicate with relevant departments of the Company, study the Company's demand for new Directors and senior management, and form written materials;

(II) the Nomination Committee may widely search for candidates for Directors and senior management within the Company, holding (participation) enterprises and talent exchange markets, etc.;

(III) gathering information on the occupation, academic qualifications, titles, detailed work experience and other conditions of the preliminary candidates, and forming written materials;

(IV) seeking the consent of the nominees, otherwise they cannot be used as candidates for Directors and senior management;

(V) convening a meeting of the Nomination Committee to conduct a qualification review based on the qualifications for Directors and senior management;

(VI) providing relevant recommendations and personnel materials to the Board of Directors one to two months before the election of new Directors and the appointment of new senior management;

(VII) carrying out other follow-up work according to the feedback of the Board of Directors.

CHAPTER 5 RULES OF PROCEDURE

Article 13 The Nomination Committee shall hold at least one meeting every year, and the chairman (convener) shall notify all members seven days before the meeting. The meeting shall be presided over by the chairman of the committee. When the chairman of the committee is unable to attend due to some reasons, he/she may entrust another member (an independent non-executive Director) to preside over on his/her behalf.

Article 14 A meeting of the Nomination Committee shall be attended by two-thirds or more of its members; each member has one vote; resolutions made at the meeting must be passed by more than half of all members.

Article 15 Voting at the meetings of the Nomination Committee shall be by a show of hands or by poll; extraordinary meetings may be convened by means of communication.

Article 16 When necessary, the Nomination Committee may invite Directors and senior management of the Company to attend the meeting as non-voting participants.

Article 17 The Company should provide sufficient resources to the Nomination Committee to perform its duties. When performing its duties, if necessary, the Nomination Committee may engage intermediary firms to provide independent professional advice for its decisions at the expense of the Company.

Article 18 The procedures for convening meetings of the Nomination Committee, voting methods and contents of proposals must comply with the provisions of relevant laws, regulations, the Hong Kong Listing Rules, the regulations and requirements of relevant securities regulatory authorities and the Articles of Association.

Article 19 Minutes of meetings of the Nomination Committee shall be kept, signed by the members present at the meeting, and kept by the secretary to the Board of Directors. If any Director gives reasonable notice, the relevant minutes of meetings should be open for his/her inspection at any reasonable time.

Article 20 The proposals passed and voting results of the meeting of the Nomination Committee shall be submitted in writing to the Board of Directors.

Article 21 Members and non-voting participants present at the meeting have a confidentiality obligation regarding the matters of the meeting and shall not disclose relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 22 These Rules of Procedure shall come into effect and be implemented after being reviewed and approved by the Board of Directors.

Article 23 The terms "more than" and "at least" in these Rules of Procedure include the number itself, while "more than half" does not include the number itself.

Article 24 Matters not covered in these Rules of Procedure shall be implemented in accordance with relevant national laws and regulations, the Hong Kong Listing Rules, the regulations and requirements of relevant securities regulatory authorities and the Articles of Association; In the event that these Rules of Procedure are in conflict with relevant national laws and regulations, the Hong Kong Listing Rules, the regulations and requirements of relevant securities regulatory authorities or the amended Articles of Association, the provisions of relevant national laws and regulations, the Hong Kong Listing Rules, the regulations and requirements of relevant securities regulatory authorities and the Articles of Association shall prevail.

Article 25 These Rules of Procedure shall be interpreted and amended by the Board of Directors of the Company.