GigaDevice Semiconductor Inc.
Terms of Reference of the Strategy and Sustainable Development Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 To meet the needs of the Company's strategic development, enhance the Company's core competitiveness, improve the decision-making procedures for strategic planning, strengthen the corporate governance structure, regulate the Company's environment, social and governance ("ESG") work, continuously enhance the Company's ESG performance, and achieve its sustainable development goals, the Board hereby establishes the Strategy and Sustainable Development Committee and formulates these Terms of Reference (hereinafter referred to as these Terms) in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Articles of Association of GigaDevice Semiconductor Technology Group Co., Ltd. (hereinafter referred to as the "Articles of Association"), and other relevant laws, regulations and normative documents.

Article 2 The Strategy and Sustainable Development Committee is a specific working body of the Board and is accountable to the Board. It is primarily responsible for conducting research and making recommendations on the Company's long-term development strategy, major investment decisions, sustainable development, and ESG matters.

ESG work involves regularly or irregularly assessing the impact of the Company's operations and management on stakeholders, identifying risks and opportunities brought about by sustainable development, and adopting corresponding management measures.

Chapter 2 Membership

Article 3 The Strategy and Sustainable Development Committee shall consist of three directors.

Article 4 The members of the Strategy and Sustainable Development Committee shall be nominated by the chairman of the Board, or more than half of the independent directors, or more than one-third of all directors, and shall be elected by the Board.

Article 5 The Strategy and Sustainable Development Committee shall have one chairperson, who shall be responsible for convening and presiding over the work of the Committee. If the chairperson is unable or fails to perform his/her duties, a member shall be elected by the members of the Strategy and Sustainable Development Committee to act on his/her behalf. If the members failed to elect a chairperson, the Board shall re-elect a chairperson.

Article 6 The term of office of the Strategy and Sustainable Development Committee's members shall be consistent with the term of office of the directors on the Board. The members may be re-elected upon expiration of their term of office. If a member ceases to hold office as a director of the Company during his/her term of office, he/she shall automatically be disqualified as a member of the Strategy and Sustainable Development Committee and the vacancy shall be filled in accordance with these Terms.

Chapter 3 Duties and Powers

Article 7 The Strategy and Sustainable Development Committee shall exercise the following duties and powers:

(I) Conduct research on the Company's long-term development strategy and make recommendations;

(II) Conduct research and make recommendations on major investment decisions and financing plans that, under the Articles of Association, require approval by the Board;

(III) Conduct research and make recommendations on major capital operations and asset operation projects that, under the Articles of Association, require approval by the Board;

(IV) Conduct research and make corresponding recommendations on the Company's sustainable development and ESG-related matters, and hear work reports from the ESG leadership group;

(V) Review reports related to the Company's sustainable development and ESG matters and report to the Board;

(VI) Conduct research and make recommendations on other major matters affecting the Company's development;

(VII) Inspect the implementation of the above matters;

(VIII) Other matters authorized by the Board.

Chapter 4 Decision-making Procedures

Article 8 The decision-making procedures of the Strategy and Sustainable Development Committee are as follows:

(I) The chairperson of the Strategy and Sustainable Development Committee shall designate the relevant departments of the Company to be responsible for the preparatory work for Committee meetings, including organizing and coordinating relevant departments or intermediary institutions to prepare meeting documents and ensuring that such documents are true, accurate, and complete. Meeting documents include but are not limited to:

1. the Company's strategic development plan;

2. the breakdown plan of the Company's strategic development plan;

3. the advice on the adjustment of the Company's strategic development plan;

4. the feasibility study reports of the Company's major investment projects;

5. the evaluation reports on the implementation of the Company's strategic plans;

6. the reports on the Company's sustainable development and ESG-related matters.

(II) After reviewing the relevant meeting documents, the chairperson of the Strategy and Sustainable Development Committee may require the relevant departments or intermediary institutions to correct or supplement such documents. Upon approval of the documents, the chairperson shall promptly convene a meeting of the Strategy and Sustainable Development Committee;

(III) The Strategy and Sustainable Development Committee shall form resolutions on relevant matters at its meeting and submit them in writing to the Board of the Company for deliberation;

(IV) If more than half of the members of the Board raise objections to a resolution of the Strategy and Sustainable Development Committee, written feedback shall be promptly submitted to the Strategy and Sustainable Development Committee.

Chapter 5 Rules of Procedure

Article 9 Members of the Strategy and Sustainable Development Committee may propose convening a meeting. Upon receiving such proposal, the chairperson shall convene the meeting within 10 days and notify all members 5 days prior to the meeting. A meeting may also be convened at any time with the unanimous consent of all members. If the chairperson is unable to attend, he/she may delegate another member to preside over the meeting.

Article 10 A meeting of the Strategy and Sustainable Development Committee shall be held only when more than two-thirds of the members are present. Each member of the Strategy and Sustainable Development Committee shall have one vote; any recommendation or proposal considered at the meeting must be approved by more than half of all the members.

Article 11 Voting at meetings of the Strategy and Sustainable Development Committee may be conducted by a show of hands or by ballot; meetings may also be conducted through telecommunications.

Article 12 The secretary to the Board shall attend meetings of the Strategy and Sustainable Development Committee, and other directors, senior management members of the Company and other relevant personnel related to the matters discussed at the meetings of the Strategy and Sustainable Development Committee may be invited to attend when necessary. Attendees may provide explanations or clarifications regarding the matters under discussion.

Article 13 Members of the Strategy and Sustainable Development Committee and persons attending the meetings of the Strategy and Sustainable Development Committee shall have the obligation to keep confidential for any information which has not been disclosed, and not to use the insider information for the benefits of their own or others.

Article 14 Members of the Strategy and Sustainable Development Committee shall attend the Committee meetings in person. If a member is unable to attend for any reason, he/she may appoint another member in writing to attend on his/her behalf. A member who neither attends a meeting of the Strategy and Sustainable Development Committee nor appoints a representative to attend shall be deemed to have waived the right to vote at that meeting.

Article 15 If a member of the Strategy and Sustainable Development Committee has a related-party relationship with a matter under review, the Strategy and Sustainable Development Committee shall submit such matter to the Board for deliberation.

Article 16 Where necessary, the Strategy and Sustainable Development Committee may engage intermediaries to provide advice for its decision-making, and the related expenses shall be borne by the Company.

Article 17 Meetings of the Strategy and Sustainable Development Committee shall have minutes, which shall be signed by the members attending the meeting. The meeting minutes shall be kept by the Office of the Board for a period of no less than 10 years.

Article 18 The resolutions and voting results at the meetings of the Strategy and Sustainable Development Committee shall be reported to the Board of the Company in written form.

Chapter 6 Supplementary Provisions

Article 19 For the purpose of these Terms, the term "above" includes the given number.

Article 20 These Terms shall take effect upon approval by the Board, and any amendments shall follow the same procedures.

Article 21 For matters not expressly provided for in these Terms, or if any provision herein conflicts with national laws or administrative regulations, such laws and administrative regulations shall prevail.

Article 22 The power of interpretation of these Terms shall rest with the Board of the Company.

GigaDevice Semiconductor Inc.
May 2025