Circuit Fabology Microelectronics Equipment Co., Ltd.

Terms of Reference of the Strategy and Development Committee of the Board of Directors (Applicable after H-share issuance and listing)

August, 2025

CHAPTER I General Provisions

Article 1 To meet the strategic development needs of Circuit Fabology Microelectronics Equipment Co., Ltd (hereinafter referred to as the "Company"), enhance its core competitiveness, improve investment decision-making procedures, strengthen the scientific basis and quality of decisions, and improve its corporate governance structure, the Company has established the Strategy and Development Committee of the Board of Directors and formulated these Terms of Reference 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 the "**Hong Kong Stock Exchange Listing Rules**"), the Articles of Association of Circuit Fabology Microelectronics Equipment Co., Ltd (hereinafter referred to as the "Articles of Association"), and other relevant laws, administrative regulations, departmental rules and other normative documents.

Article 2 The Strategy and Development Committee is a specialized working body established by the Board of Directors in accordance with the Articles of Association, primarily responsible for studying and making recommendations to the Board of Directors on the Company's long-term development strategy and major investment decisions.

CHAPTER II Composition

Article 3 The Strategy and Development Committee shall consist of at least three directors, among whom shall be the chairman of the Board and at least one independent director.

Article 4 Members of the Strategy and Development Committee shall be nominated by the Chairman of the Board, more than one-half of the independent directors, or more than one-third of all directors, and shall be elected by the Board of Directors.

Article 5 The Strategy and Development Committee shall have one Chairman, who shall be the Chairman of the Company. The Chairman shall act as the convener and be responsible for chairing the Strategy and Development Committee.

Article 6 The term of office of members of the Strategy and Development Committee shall be consistent with that of directors. Upon expiry of their term, members are eligible for re-election. During their term, should a member cease to be a director of the Company, they shall automatically lose their membership status, and the Board of Directors shall fill the vacancy in accordance with Articles 3 to 5 above.

Article 7 The Strategy and Development Committee shall establish a strategic investment group responsible for daily liaison and meeting organization. The Company's general manager shall serve as the head of the strategic investment group, with one to two deputy heads. Members of the strategic investment group shall be nominated by the general manager and approved by the Strategy and Development Committee. Members of the strategic investment group are not required to be members of the Strategy and Development Committee.

CHAPTER III Duties and Powers

Article 8 The main duties and powers of the Strategy and Development Committee are:

(i) to study and make recommendations on the Company's long-term development strategic planning;

(ii) to study and make recommendations on major investment and financing plans that require approval by the Board of Directors as stipulated in the Articles of Association;

(iii) to study and make recommendations on major capital operation and asset management projects that require approval by the Board of Directors as stipulated in the Articles of Association;

(iv) to study and make recommendations on other major matters affecting the Company's development;

(v) to inspect the implementation of the above matters;

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

Article 9 The Strategy and Development Committee is responsible to the Board of Directors. Proposals of the Strategy and Development Committee shall be submitted to the Board of Directors for deliberation and decision.

The Strategy and Development Committee shall provide all research findings, discussions, materials, and information to the Board of Directors in the form of reports, recommendations, and summaries to facilitate the Board's review and decision-making.

CHAPTER IV Working Procedures

Article 10 The strategic investment group is responsible for making preliminary preparations for the Strategy and Development Committee's decisions and providing relevant company information. The specific procedures are as follows:

(i) Relevant departments of the Company or its holding (or equity-participating) companies shall report information such as the intention, preliminary feasibility study report, and basic information of partners for major investment and financing, capital operation, and asset management projects;

(ii) The strategic investment group shall conduct a preliminary review, issue a project initiation opinion, and file it with the Strategy and Development Committee for the record;

(iii) Relevant departments of the company or its holding (or equity-participating) companies shall negotiate agreements, contracts, articles of association (including drafts), and feasibility study reports with external parties, and report to the strategic investment group;

(iv) The strategic investment group shall conduct a review, issue a written opinion, and submit a formal proposal to the Strategy and Development Committee.

Article 11 The Strategy and Development Committee shall convene a meeting based on the proposal of the strategic investment group to conduct discussions, submit the discussion results to the Board of Directors, and provide feedback to the strategic investment group.

CHAPTER V Rules of Procedure

Article 12 The Strategy and Development Committee shall hold at least two meetings each year, and shall notify all members five days before the meeting is held. The notice period may be waived with the unanimous consent of all members. The meeting shall be convened and presided over by the Chairman. If the Chairman is unable to attend, he/she may delegate another member to convene and preside over the meeting.

Article 13 A meeting of the Strategy and Development Committee may be held only when more than 2/3 of the members (including members who have entrusted other members in writing to attend the meeting) are present; Each Committee member shall have one vote. Resolutions made at the meeting must be passed by more than half of all members.

Article 14 Voting at meetings of the Strategy and Development Committee shall be by poll; Extraordinary meetings may be held by voting by correspondence.

Article 15 Relevant members of the strategic investment group may attend meetings of the Strategy and Development Committee as observers, and, if necessary, the Committee may invite the Company's Directors and senior management to attend such meetings as observers.

Article 16 The procedures for convening meetings of the Strategy and Development Committee, voting methods, and proposals adopted at such meetings must comply with the provisions of relevant laws, administrative regulations, other normative documents, the Articles of Association, and these Terms of Reference.

Article 17 Minutes shall be taken for meetings of the Strategy and Development Committee. The Committee members attending the meeting shall sign the minutes, which shall be kept by the Company Secretary. The draft and final versions of the minutes shall be sent to all members of the Committee within a reasonable time after the meeting, the draft being for members' comment and the final version being the record thereof. Directors of the Company shall have the right to inspect the minutes at any reasonable time upon reasonable notice.

Article 18 Proposals and voting results adopted at the meetings of the Strategy and Development Committee shall be reported to the Company's Board of Directors in writing.

Article 19 All members attending the meeting and non-voting attendees shall have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose any related information without authorization.

CHAPTER VI Supplementary Provisions

Article 20 Unless otherwise specified, terms used in these Terms of Reference shall have the same meanings as defined in the Articles of Association.

Article 21 Matters not covered by these Terms of Reference shall be handled in accordance with the provisions of relevant national laws, administrative regulations, other normative documents and the Articles of Association; Should these Terms of Reference conflict with any subsequently promulgated national laws, administrative regulations, other normative documents, or the Articles of Association, the latter shall prevail, and these Terms of Reference shall be amended in a timely manner and submitted to the Board of Directors for review and approval.

Article 22 In these Terms of Reference, the terms "above" and "below" shall be deemed to be inclusive.

Article 23 The Board of Directors shall be responsible for the formulation, amendment and interpretation of these Terms of Reference.

Article 24 These Terms of Reference shall be approved by the Board of Directors and shall take effect and be implemented from the date on which the H shares issued by the Company are listed on The Stock Exchange of Hong Kong Limited. Upon the implementation of these Terms of Reference, the existing Terms of Reference of the Strategy and Development Committee of the Company shall automatically lapse.

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