

INGENIC SEMICONDUCTOR CO., LTD. TERMS OF REFERENCE FOR THE STRATEGY AND ESG COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 In order to respond to its needs of strategic development, enhance its core competitiveness, determine its development plan, improve the investment decision-making process, strengthen the scientific decision-making process, enhance the effectiveness and quality of major investment decisions, improve the corporate governance structure, and standardize its environment, society and governance (ESG) work, so as to continuously improve its ESG performance, Ingenic Semiconductor Co., Ltd. (hereinafter referred to as the “Company”) specifically established the Strategy and ESG Committee of the board of directors with these terms of reference in compliance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Corporate Governance Code of the Hong Kong Stock Exchange, the Environmental, Social and Governance Reporting Code of the Hong Kong Stock Exchange and other relevant laws, administrative regulations, normative documents, the securities regulatory rules of the place where the Company’s shares are listed as well as the Articles of Association of Ingenic Semiconductor Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant provisions.

Article 2 The Strategy and ESG Committee of the board of directors is a specialized working body established by the board of directors. It is primarily responsible for conducting research and making recommendations on the long-term development strategies and major investment decisions as well as ESG-related work of the Company.

Chapter II Composition

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

Article 4 Members of the Strategy and ESG Committee shall be nominated by the chairman of the board of directors, more than half of the independent directors or more than one-third of the directors, and shall be elected by the board of directors.

Article 5 The Strategy and ESG Committee shall have one convenor, who shall be responsible for presiding over the work of the Committee. The convenor shall be elected among the members and shall be appointed upon approval by the board of directors.

Article 6 The term of office for the Strategy and ESG Committee shall be the same as that of the board of directors. Members may serve consecutive terms if re-elected upon the expiration of their term. If any member ceases to serve as a director of the Company during his/her term, he/she shall automatically lose his/her membership qualification, and the Committee shall fill the vacancy in accordance with Articles 3 to 5 above.

Article 7 A member may tender his/her resignation to the board of directors before the expiration of his/her terms of office by giving a resignation report to explain the reason for resignation and any matters relating to his/her resignation or which he/she considers necessary to bring to the attention of the board of directors.

The Committee members may be adjusted during their terms of office upon being considered and approved by the board of directors.

Chapter III Duties and Authorities

Article 8 The primary duties and authorities of the Strategy and ESG Committee of the board of directors shall include:

- (I) to conduct research and make recommendations on the Company's long-term development strategies and plans;
- (II) to conduct research and make recommendations on major investment and financing plans which are required, under the Articles of Association, to be approved by the board of directors;
- (III) to conduct research and make recommendations on major capital operations and asset management projects which are required, under the Articles of Association, to be approved by the board of directors;
- (IV) to conduct research and make recommendations on the Company's ESG strategic planning, expected targets, policy guidelines, and other material matters for decision-making purposes;
- (V) to supervise the execution and implementation of the Company's ESG goals and make recommendations on actions needed to achieve these goals;
- (VI) to review the Company's ESG-related disclosure documents and report to the board of directors;
- (VII) to conduct research and make recommendations on other material matters that may have a significant impact on the development of the Company;
- (VIII) to inspect the implementation of the matters referred to above;
- (IX) such other matters as may be authorized by the board of directors.

Article 9 The Strategy and ESG Committee of the board of directors shall be accountable to the board of directors. The proposals of the Committee shall be submitted to the board of directors for review and decision.

Chapter IV Rules of Procedure

Article 10 Meetings of the Strategy and ESG Committee of the board of directors shall be held at least once every year with three days' notice to all members, but the aforementioned notice period may be waived with the unanimous consent of all members. The meetings shall be chaired by the convenor, who may delegate another member to chair the meeting if he/she is unable to attend the meeting.

Article 11 Meetings of the Strategy and ESG Committee of the board of directors shall only be held when more than two-thirds of its members are present. Each member shall have one vote. The resolutions made at the meeting must be passed by more than half of its members present at such meeting.

Article 12 In principle, meetings of the Strategy and ESG Committee of the board of directors shall be held on-site. On the basis that all members have the opportunity to fully express their opinions, meetings may also be convened through telecommunications.

Article 13 When necessary, the Strategy and ESG Committee of the board of directors may invite directors and other senior management of the Company to attend its meetings as observers.

Article 14 If necessary, the Strategy and ESG Committee of the board of directors may engage intermediary institutions to provide professional advice for its decision-making, with expenses borne by the Company.

Article 15 The procedures for convening meetings of the Strategy and ESG Committee of the board of directors, voting methods, and the resolutions adopted at such meetings must comply with relevant laws, regulations, the Articles of Association, and the regulations of the Rules of Procedure.

Article 16 Minutes shall be taken for meetings of the Strategy and ESG Committee of the board of directors, and the members attending the meeting shall sign on the minutes. The minutes shall be kept by the secretary to the board of directors for no less than ten years.

Article 17 Resolutions and voting results adopted at the meetings of the Strategy and ESG Committee of the board of directors shall be reported to the board of directors of the Company in writing.

Article 18 All attending members and persons attending as observers shall have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose any related information without authorization.

Chapter V Supplementary Provisions

Article 19 After being considered and approved by a resolution of the board of directors of the Company, these terms of reference shall come into effect from the date on which the H Shares issued by the Company commence listing on The Stock Exchange of Hong Kong Limited.

Article 20 Matters not covered in these terms of reference shall be implemented in accordance with the relevant national laws, regulations and the provisions of the Articles of Association. Should these terms of reference conflict with national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the articles of association of the Company as lawfully amended in the future, the provisions of the relevant national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the articles of association of the Company shall prevail, and these terms of reference shall be immediately revised and submitted to the board of directors for consideration and approval.

Article 21 The board of directors of the Company shall be responsible for the interpretation of these terms of reference.