Amicro Technology Co., Ltd.

Rules of Procedure of the Nomination Committee

Chapter I General Provisions

Article 1 The board of directors (hereinafter referred to as the "**Board**") of Amicro Technology Co., Ltd. (hereinafter referred to as the "**Company**") establishes the nomination committee and formulates these Rules in accordance with the provisions of the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**") and other relevant laws, regulations and normative documents, 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 its appendices (including but not limited to Appendix C1 to the Hong Kong Listing Rules), and the articles of association of Amicro Technology Co., Ltd. (hereinafter referred to as the "**Articles of Association**"), in order to standardize the criteria and procedures for the nomination of directors and senior management of the Company and to improve the corporate governance structure.

Article 2 The nomination committee serves as a specialized working body under the Board of the Company, primarily responsible for studying, reviewing, and making recommendations on the candidates, conditions, criteria, and procedures for the proposed directors and senior management of the Company, reporting to the Board, and being accountable to the Board.

Article 3 The Board secretary of the Company shall be responsible for the daily liaison and meeting organization of the nomination committee, and shall coordinate with the human resources management department of the Company to arrange and handle the daily affairs of the nomination committee and to complete the preparatory tasks before the nomination committee makes decisions.

Chapter II Composition

Article 4 The nomination committee shall consist of three or more members of the Board appointed by the Board, a majority of whom shall be independent non-executive directors.

Members of the nomination committee shall be nominated by the chairman of the Board, at least one-half of the independent non-executive directors, or at least one-third of all directors, and shall be elected by the Board.

Article 5 The nomination committee shall have one chairman (convener), who shall be an independent non-executive director and who shall be responsible for taking charge of the work of the nomination committee. The chairman (convener) shall be elected from among its members and shall take office upon approval by the Board.

Where the chairman is unable to perform his/her duties, another member designated by him/her shall act on his/her behalf; where the chairman of the nomination committee is unable to perform his/her duties and fails to designate another member to act on his or her behalf, at least one-half of the members shall jointly elect a member to perform duties on his or her behalf, and if no consensus

on such election can be reached, any member may promptly report the relevant circumstances to the Board of the Company, and the Board shall designate a member to act on behalf of the chairman of the nomination committee.

Article 6 The term of office of the members of the nomination committee shall be the same as that of the directors of the Board. Upon expiry of the term, members may be re-elected and serve consecutive terms. If, during the term, a member ceases to hold the position of director of the Company, he or she shall automatically cease to be a member, and the Board shall fill the vacancy in accordance with the relevant provisions of these Rules.

Article 7 A member of the nomination committee may resign before the expiry of his or her term of office by submitting a written resignation report to the Board. Such resignation shall take effect upon approval by the Board. Before the newly elected member assumes office, the original member shall continue to perform his or her duties as a member in accordance with the provisions of relevant laws and regulations, the Hong Kong Listing Rules, the Articles of Association and these Rules.

Article 8 The provisions of the Company Law, the Hong Kong Listing Rules and the Articles of Association concerning directors' duties shall apply to members of the nomination committee.

Chapter III Duties and Powers

Article 9 The nomination committee is primarily responsible for providing opinions or recommendations to the Board of the Company on the replacement and recommendation of candidates for new directors and senior management.

Article 10 The principal duties and powers of the nomination committee are as follows:

(I) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to align with the Company's strategy;

(II) to select qualified candidates for directors and senior management, and to select and nominate relevant individuals as directors or make recommendations to the Board in this regard;

(III) to review candidates for directors and senior management and make recommendations;

(IV) to examine the qualifications of the nominees and form explicit examination opinions;

(V) to assess and review the independence of independent non-executive directors;

(VI) to make recommendations to the Board on the appointment or re-appointment of directors and succession of directors (particularly the chairman of the Board and the general manager);

(VII) to formulate or amend the board diversity policy, monitor and evaluate the implementation of the board diversity policy from time to time to ensure its continued effectiveness, and amend or recommend amendments to the diversity policy to the Board where necessary; and to

regularly evaluate and disclose such diversity policy or a summary thereof in the Company's corporate governance report;

(VIII) to be responsible for laws and regulations, the Hong Kong Listing Rules, the Articles of Association, the provisions of these Rules, and other matters authorized by the Board.

Article 11 The nomination committee must exercise its duties and powers in compliance with the relevant provisions of the Company Law, the Hong Kong Listing Rules, the Articles of Association and these Rules, and shall not prejudice the lawful rights and interests of the Company and its shareholders.

Article 12 When the nomination committee performs its duties, the relevant departments of the Company shall provide cooperation, and the relevant expenses shall be borne by the Company.

Chapter IV Working Procedures

Article 13 The nomination committee shall, in accordance with the provisions of relevant laws, regulations, the Hong Kong Listing Rules and the Articles of Association, together with the actual circumstances of the Company, study the conditions for election, selection procedures and terms of office of the directors and senior management of the Company, form resolutions for filing and submission to the Board for consideration and approval, and implement them accordingly.

If an independent non-executive director has served for more than 6 years, his or her re-appointment shall be subject to a separate resolution to be considered and approved by shareholders.

Article 14 Selection and appointment procedures of directors and senior management:

(I) the nomination committee shall actively communicate with the relevant departments of the Company, and study the demand of the Company for new directors and senior management, to compile written materials;

(II) the nomination committee may extensively search for candidates for directors and senior management within the Company and its controlled (investee) enterprises as well as in the talent market, and etc.;

(III) to collect information on the primary candidates' profession, educational background, professional title, detailed work experience, all part-time positions, etc., to compile written materials;

(IV) to seek the nominee's consent to the nomination, failing which he or she shall not be considered as a candidate for director or senior management;

(V) to convene a meeting of the nomination committee and to review the qualifications of the primary candidates based on the requirements for taking office of directors and senior management;

(VI) to make recommendations and submit relevant materials to the Board on candidates for directors and senior management; and

(VII) to carry out other follow-up work according to the decisions and feedback of the Board.

Article 15 When shareholders of the Company propose candidates for directors to the general meeting in accordance with relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association and other relevant provisions, the information of the candidates for directors shall first be submitted to the nomination committee, and only after the nomination committee conducts a qualification review on the candidates for directors in accordance with the provisions of these Rules may such candidates be submitted to the Board, which shall then make recommendations to the general meeting.

Chapter V Procedures of Meetings

Article 16 Meetings of the nomination committee are classified as regular meetings and extraordinary meetings.

The nomination committee shall convene at least one regular meeting every year. An extraordinary meeting may be held upon the proposal for such meeting by two or more members of the nomination committee or when the chairman of the nomination committee considers it necessary.

Article 17 The regular meetings of the nomination committee are mainly held to discuss and consider the work performance of the Company's directors and senior management for the preceding year and whether there are circumstances that necessitate the replacement of any directors and senior management.

In addition to the matters specified in the preceding paragraph, regular meetings of the nomination committee may also discuss any matters that fall within its terms of reference and are set out in the notice of the meeting.

Article 18 Meetings of the nomination committee shall be convened and chaired by the convener of the nomination committee.

Article 19 Matters discussed and considered at meetings of the nomination committee shall fall within the terms of reference of the nomination committee. Proposals of the nomination committee shall be submitted to the Board for review and decision.

Article 20 For the convening of a meeting of the nomination committee, the Board secretary shall notify all members and the relevant persons invited to attend the meeting in writing of the time, place, matters to be considered and relevant materials five days prior to the meeting.

In case of emergency, where an extraordinary meeting of the nomination committee needs to be convened as soon as possible to protect the Company's rights and interests, the Board secretary may issue the meeting notice at any time by telephone or other oral means, provided that the convener shall provide an explanation at the meeting.

Article 21 A meeting of the nomination committee may be held if at least one-half of its members are present.

Article 22 Members of the nomination committee shall attend meetings of the nomination committee in person and express clear opinions on the matters considered. If a member is genuinely unable to attend a meeting in person, he or she may submit a signed power of attorney authorizing another member to attend and express opinions on his or her behalf. The power of attorney shall specify the scope and duration of the authorization. Each member may accept authorization from no more than one other member. If an independent non-executive director member is genuinely unable to attend a meeting in person, he or she shall authorize another independent non-executive director member to attend on his or her behalf. If a member of the nomination committee neither attends a meeting nor authorizes another member to attend, he or she shall be deemed to have waived his or her voting rights at the meeting.

Article 23 If a member of the nomination committee has a conflict of interest in relation to a matter discussed at a meeting, he or she shall abstain from voting and shall not exercise voting rights on behalf of any other member. If no valid deliberative opinion can be formed due to such abstention, the relevant matter shall be considered directly by the Board.

Article 24 The nomination committee may, when it deems necessary, invite the Company's directors, senior management and other staff members not belonging to the nomination committee to attend a committee meeting and to provide necessary information. Persons attending the meeting in a non-voting capacity may give explanations or clarifications on matters discussed at the meeting, but do not have voting rights.

Article 25 Meetings of the nomination committee may be held in the form of physical meetings or via telecommunication means such as video, telephone, facsimile, and email, or through a combination of physical and telecommunication means.

Provided that members are able to fully express their opinions, the nomination committee may adopt resolutions by means of telecommunication, and such resolutions shall be signed by the members attending the meeting. If the meeting is conducted by means of telecommunication, the signing of the resolutions of the meeting by a member of the nomination committee shall be deemed as having attended the relevant meeting and agreed to the contents of the resolutions of the meeting.

Article 26 The voting method at meetings of the nomination committee shall be by a show of hands or by poll, and each member shall have one vote.

Voting intentions at meetings of the nomination committee are classified into approval, rejection and abstention. The committee members present at the meeting shall choose one of the aforesaid options. Where a member fails to make a choice or chooses two or more options simultaneously, the chairman of the meeting shall require such member to choose again, and where such member refuses to make a choice, he or she shall be deemed to have abstained; where a member leaves the meeting venue midway without returning and does not make a choice, he or she shall be deemed to have abstained.

If the committee members vote after the announcement of the voting results by the chairman of the meeting or after close of the specified voting time, their votes shall be disregarded.

Article 27 The nomination committee may, where it deems necessary, engage an intermediary institution to provide professional advice for its decision-making, and the relevant expenses shall be borne by the Company.

Article 28 Resolutions of the nomination committee shall be approved by a majority of all members.

Article 29 Resolutions passed by the nomination committee shall comply with the provisions of laws, administrative regulations, normative documents (such as departmental rules), the Hong Kong Listing Rules, the Articles of Association, and these Rules. Where the content of any resolution of the nomination committee violates the provisions of relevant laws or administrative regulations, such resolution shall be invalid; where the decision-making procedures of the nomination committee violate the provisions of relevant laws, administrative regulations, normative documents (such as departmental rules), the Articles of Association, or these Rules, or where the content of any resolution of the nomination committee violates the provisions of the Articles of Association or these Rules, the relevant interested parties may request the Board of the Company to revoke such resolution within sixty days from the date on which the resolution is made.

Article 30 The convening procedures and voting methods of the meetings of the nomination committee and the resolutions passed at such meetings shall comply with the provisions of the relevant laws and regulations, the Hong Kong Listing Rules, the Articles of Association and these Rules.

Article 31 Minutes of meetings of the nomination committee shall be prepared and kept properly, and the committee members and other persons attending the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept by the Board secretary.

Minutes of meetings of the nomination committee should at least include the following contents:

(I) date, venue and name of the convener of the meeting;

(II) name of the chairman of the meeting, as well as names of the persons attending (including by proxy) and persons present in a non-voting capacity;

(III) agenda of the meeting;

(IV) topics of the meeting and main points of the speeches of the committee members;

(V) voting method and voting results for each resolution (stating the number of votes for approval, rejection and abstention);

(VI) other matters that shall be explained and recorded in the minutes of the meeting.

Article 32 The review opinions adopted by the nomination committee, together with the relevant proposals, shall be submitted to the Board of the Company in writing.

Article 33 The Board shall fully respect the recommendations of the nomination committee regarding the nomination of candidates for directors, the general manager, and other senior management. Candidates proposed by the nomination committee shall be considered and finalized by the general meeting or the Board of the Company in accordance with the duties and powers specified in the Articles of Association.

Article 34 All persons attending the meeting shall have an obligation of confidentiality in respect of the matters discussed at the meeting and shall not disclose any relevant information of the meeting without authorization.

Article 35 Archives of meetings of the nomination committee, including meeting notices, meeting materials, attendance records, powers of attorney for attendance by proxy, voting ballots, meeting minutes confirmed by signature, and resolutions, shall be kept by the Board secretary as corporate archives. The retention period for such archives shall be ten years.

Article 36 During the implementation of the resolutions of the nomination committee, the chairman of the nomination committee or another member designated by him/her shall conduct follow-up inspections on the implementation of the resolutions. Where any matter in violation of the resolutions is identified during such inspections, he/she may require and urge the relevant person to rectify it. If the persons concerned fail to adopt the advice, the chairman of the nomination committee or his/her designated member shall report to the Board of the Company, which shall be responsible for handling the matter.

Chapter VI Supplementary Provisions

Article 37 Unless otherwise specified, the terms used in these Rules shall have the same meanings as those in the Articles of Association.

Article 38 For the purposes of these Rules, "or more", "not more than" and "within" are inclusive of the number itself; and "more than" is exclusive of the number itself.

Article 39 For matters not covered in these Rules, or where these Rules conflict with the laws, regulations, normative documents, or the Hong Kong Listing Rules promulgated or amended from time to time, or with the Articles of Association as amended under legal procedures, the provisions of the relevant national laws, regulations, normative documents, the Hong Kong Listing Rules and the Articles of Association then in effect shall prevail, and these Rules shall be amended in a timely manner.

Article 40 The Board of the Company shall be responsible for the formulation, amendment and interpretation of these Rules.

Article 41 These Rules have been considered and approved by the Board of the Company, and shall take effect and be implemented from the date on which the H shares of the Company are first publicly issued and listed on The Stock Exchange of Hong Kong Limited.