Amicro Technology Co., Ltd.

Rules of Procedure of the Strategy Committee

Chapter I General Provisions

Article 1 Amicro Technology Co., Ltd. establishes the strategy committee (hereinafter referred to as the "**Strategy Committee**") of the board of directors (hereinafter referred to as the "**Board**") and formulates these Rules of Procedure in accordance with the Company Law of the People's Republic of China, the Articles of Association of Amicro Technology Co., Ltd. (hereinafter referred to as the "**Articles of Association**"), and other relevant regulations, in order to meet the strategic development needs of Amicro Technology Co., Ltd. (hereinafter referred to as the "**Company**"), enhance the Company's core competitiveness, determine the Company's development plans, improve investment decision-making procedures, strengthen the scientific basis of decision-making, increase the benefits of major investment decisions and the quality of decision-making, and improve the corporate governance structure of the Company.

Article 2 The Strategy Committee serves as a specialized working body under the Board, primarily responsible for conducting research and making recommendations on the Company's long-term development strategies and major investment decisions.

Chapter II Composition

Article 3 The Strategy Committee shall comprise 3 to 5 directors, including 1 independent non-executive director.

Article 4 The members of the Strategy 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 Strategy Committee shall have one convener, who shall be the chairman of the Board of the Company.

Article 6 The term of office of the Strategy Committee shall be consistent with that of the Board. Upon expiry of the term, members may be re-elected and serve consecutive terms. If during the term, any member ceases to serve as a director of the Company, he or she shall automatically be disqualified as a member, and the Board shall appoint a replacement to fill the vacancy pursuant to the provisions of Articles 3 to 5 of these Rules.

Article 7 The Strategy Committee shall have the Company's securities department as its office for routine affairs. The securities department shall be specifically responsible for providing information regarding the operations of the Company and materials related to development strategies, preparing for meetings of the Strategy Committee, and executing relevant resolutions of the Strategy Committee.

Chapter III Duties and Powers

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

(I) to conduct research and make recommendations on the long-term development strategic plans of the Company;

(II) to conduct research and make recommendations on major investment and financing proposals that are subject to approval by the Board as required by the Articles of Association;

(III) to conduct research and make recommendations on major capital operations and asset operation projects that are subject to approval by the Board as required by the Articles of Association;

(IV) to conduct research and make recommendations on other major matters affecting the development of the Company;

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

(VI) other matters authorized by the Board.

Article 9 The Strategy Committee shall be accountable to the Board, and proposals of the Committee shall be submitted to the Board for consideration and decision.

Chapter IV Working Procedures

Article 10 The securities department shall be responsible for making preparatory work for the decision-making of the Strategy Committee and providing relevant information:

(I) The persons in charge of relevant departments of the Company or its holding (equity-participating) enterprises shall submit materials such as the intentions, preliminary feasibility reports and basic information of the partners regarding major investment and financing, capital operation and asset operation projects;

(II) Preliminary review shall be conducted by the securities department, which shall issue an opinion letter on project initiation and report the same to the Strategy Committee for record-filing;

(III) Relevant departments of the Company or its holding (equity-participating) enterprises shall conduct external negotiations on agreements, contracts, articles of association, feasibility reports, etc., and report the same to the securities department;

(IV) The securities department shall conduct a review, issue written opinions and submit formal proposals to the Strategy Committee.

Article 11 The Strategy Committee shall convene meetings based on proposals from the securities department to conduct discussions, and shall submit the discussion results to the Board and provide feedback to the securities department concurrently.

Chapter V Procedures of Meetings

Article 12 The Strategy Committee shall convene at least one meeting each year, and all members shall be notified 3 days prior to the convening of the meeting. The meeting shall be presided over by the convener. Where the convener is unable to attend, he or she may delegate another member to preside over the meeting.

Article 13 Meetings of the Strategy Committee may only be held if at least two-thirds of its members are present; each member shall have one vote; resolutions made at the meeting shall be approved by a majority of all members.

Article 14 The voting method at meetings of the Strategy Committee shall be by a show of hands, and meetings may also be convened and held by way of voting by communication.

Article 15 The Board secretary may attend meetings of the Strategy Committee, and when necessary, directors and other senior management members of the Company may also be invited to attend the meetings.

Article 16 If necessary, the Strategy Committee may engage intermediary institutions to provide professional advice for its decision-making, the fees for which shall be paid by the Company.

Article 17 The convening procedures and voting methods of meetings of the Strategy Committee, as well as the resolutions passed at such meetings, must comply with the provisions of relevant laws, regulations, the Articles of Association and these Rules.

Article 18 Minutes shall be taken of meetings of the Strategy Committee. Attending members shall sign the minutes of the meetings; the minutes of the meetings shall be kept by the Board secretary of the Company.

Article 19 Resolutions passed at a meeting of the Strategy Committee and the voting results thereon shall be reported to the Board of the Company in writing.

Article 20 All committee members present at the meeting shall have a duty of confidentiality in respect of matters discussed at the meeting and shall not disclose the relevant information without authorization.

Chapter VI Supplementary Provisions

Article 21 Unless otherwise specified, the terms used in these Rules shall have the same meanings as those in the Articles of Association.

Article 22 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 23 For matters not covered in these Rules, or where these Rules conflict with 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 24 The Board of the Company shall be responsible for the formulation, amendment and interpretation of these Rules.

Article 25 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.