



Axera Semiconductor Co., Ltd.
愛芯元智半導體股份有限公司
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 600)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Chapter 1 General Provisions

Article 1 To regulate the standards and procedures for the nomination of directors (the “**Directors**”) and senior management of the Company, and to improve the corporate governance structure, the Company has hereby established the nomination committee (the “**Nomination Committee**” or “**Committee**”) of the board of Directors (the “**Board**”) and formulated these Rules of Procedures (hereinafter referred to as these “**Rules of Procedures**”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), 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**”) and its appendices (including but not limited to Appendix C1 to the Hong Kong Stock Exchange Listing Rules), the Articles of Association of Axera Semiconductor Co., Ltd. (hereinafter referred to as the “**Articles of Association**”) and other relevant regulations.

Article 2 The Nomination Committee of the Board is a specialized working body established by the Board pursuant to a resolution of the Board, and is primarily responsible for regulating and making recommendations on the candidates, selection criteria and procedures for Directors and senior management of the Company.

Chapter 2 Composition

Article 3 The Nomination Committee shall comprise at least three Directors, the majority of whom shall be independent non-executive Directors. The members shall include at least one Director of a different gender.

Article 4 Members of the Nomination Committee are elected from among the Directors and are appointed by the Board.

Article 5 The Nomination Committee shall have one (1) chairperson (the “**Chairperson**”), who shall be an independent non-executive Director or the Chairman of the Company, and responsible for presiding over the Committee’s work. The Chairperson shall be elected from among the members and appointed upon approval by the Board.

Article 6 The term of the Nomination Committee shall align with the term of the Board. Upon expiration of their term, Committee members may be re-elected for consecutive terms. Prior to the expiration of a member's term, such member shall not be removed without cause, unless circumstances arise under the Company Law, the Articles of Association, the Hong Kong Stock Exchange Listing Rules, or these Rules of Procedure that render the member ineligible to serve. If a member ceases to be a Director or becomes unsuitable to serve as a member, that member shall automatically lose his/her position. The Committee shall then fill the vacancy in accordance with the provisions of Article 3 to Article 5 above.

Article 7 Should the number of members in the Nomination Committee fall below the requirement stipulated in the Hong Kong Stock Exchange Listing Rules due to resignation, removal, or any other reason, the Board shall immediately issue an announcement in accordance with the Hong Kong Stock Exchange Listing Rules, disclosing the details and reasons for non-compliance. The vacancy shall be filled within three months from the date of non-compliance in accordance with the Hong Kong Stock Exchange Listing Rules and the provisions of Article 3 to Article 6 of these Rules of Procedures. The term of any newly appointed member shall last until the end of their term as Directors.

Article 8 Members of the Nomination Committee may resign before the expiry of their term. The resignation of a member shall be governed by the relevant provisions of laws, regulations, the Hong Kong Stock Exchange Listing Rules, and the Articles of Association concerning the resignation of Directors or independent non-executive Directors.

Chapter 3 Duties and Powers

Article 9 The duties and powers of the Nomination Committee shall include the powers stipulated in the Company Law, the Articles of Association, the Hong Kong Stock Exchange Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed.

Article 10 The Nomination Committee shall be responsible for formulating the selection standards and procedures for Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

- (I) The nomination or removal of Directors;
- (II) The appointment or dismissal of senior management;
- (III) In accordance with the relevant provisions of the Company Law, and taking into account specific circumstances such as the Company's shareholding structure, conducting at least an annual review of the structure, diversity, number and composition of the Board (including skills, knowledge and experience), assisting the Board in preparing a Board skills matrix, and making recommendations on any proposed changes to the Board to align with the issuer's corporate strategy. In considering the composition of the Board, Board diversity shall be considered from multiple perspectives, including but not limited to gender, age, cultural and educational background, and professional experience of Directors;

- (IV) Formulating and maintaining policies on Board diversity, reviewing and assessing the implementation of the Board diversity policy to ensure its continued effectiveness, and, where necessary, amending or recommending amendments to the Board diversity policy to the Board, regularly reviewing and disclosing the diversity policy or a summary thereof in the Company's corporate governance report, and disclosing the diversity policy or a summary thereof in the Corporate Governance Report contained in the annual report each year;
- (V) Assessing the independence of independent non-executive Directors;
- (VI) Evaluating the number of directorships held by candidates for independent non-executive Directors in other listed companies. An independent non-executive Director shall not concurrently serve as a director of more than six Hong Kong-listed issuers;
- (VII) Supporting the Company in conducting regular evaluations of the performance of the Board; and
- (VIII) Other matters as required by laws, administrative regulations, regulations of the China Securities Regulatory Commission (hereinafter referred to as the “**CSRC**”), the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

If the Board does not adopt or only partially adopts the recommendations of the Nomination Committee, the Board resolution shall record the views of the Nomination Committee and the specific reasons for not adopting the recommendations, which shall also be disclosed accordingly.

Article 11 The Nomination Committee shall be accountable to the Board, and proposals of the Nomination Committee shall be submitted to the Board for deliberation and decision. In the performance of its duties, the relevant departments of the Company shall provide cooperation and sufficient resources. The daily operating expenses of the Nomination Committee shall be borne by the Company. If necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decision-making, with expenses borne by the Company.

Article 12 The powers of the Nomination Committee as stipulated in these Rules of Procedure shall not preclude the rights of shareholders who individually or jointly hold more than 1% of the Company's shares to nominate Directors in accordance with the Articles of Association, nor the right of the Company's General Manager to nominate senior management such as Deputy General Managers and the Chief Financial Officer. The aforesaid nomination and election procedures shall be carried out in accordance with the relevant provisions.

Article 13 The Nomination Committee may, as needed for its work, designate relevant departments and personnel to assist in its operations.

Article 14 In accordance with the relevant laws and regulations, the Articles of Association, the Hong Kong Stock Exchange Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and taking into account the actual circumstances of the Company, the Nomination Committee shall study the eligibility criteria, selection procedures and terms of office of Directors and senior management, form resolutions thereon, place such resolutions on record and submit them to the Board for approval, and implement them accordingly.

Article 15 The procedures for the selection and appointment of Directors and senior management are as follows:

- (I) The Nomination Committee shall actively communicate with relevant departments of the Company to study the Company's needs for new Directors and senior management and prepare written materials accordingly;
- (II) The Nomination Committee may conduct a broad search for candidates for Directors and senior management within the Company and in the talent market;
- (III) Information on shortlisted candidates, including their profession, educational background, professional titles, detailed work experience and all concurrent positions, shall be collected and documented in writing;
- (IV) The consent of the nominee to the nomination shall be obtained; otherwise, such person shall not be included as a candidate for Director or senior management;
- (V) Meetings of the Nomination Committee shall be convened to conduct qualification reviews of shortlisted candidates in accordance with the eligibility criteria for Directors and senior management;
- (VI) Prior to the election of new Directors and the appointment of new managerial personnel, recommendations on candidates for Directors and newly appointed managerial personnel, together with relevant materials, shall be submitted to the Board; and
- (VII) Other follow-up work shall be carried out in accordance with the decisions and feedback of the Board.

Chapter 4 Rules of Procedures

Article 16 The Nomination Committee shall convene at least one meeting each year. The Chairperson may propose the convening of an interim meeting and shall notify all members at least three (3) days prior to the meeting. Meetings shall be chaired by the Chairperson. If the Chairperson is unable to attend, he/she may delegate another Committee member (an independent non-executive Director) to chair the meeting.

Article 17 A meeting of the Nomination Committee may be held only when two-thirds or more of the Committee members are present. Each Committee member shall have one vote. Resolutions adopted at such meeting must be approved by a majority of all Committee members.

Article 18 Meetings of the Nomination Committee may be convened in the form of on-site meetings or teleconferences, with voting conducted by ballot.

Article 19 When necessary, the Nomination Committee may invite Directors and other senior management of the Company to attend its meetings as observers.

Article 20 If necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decision-making, with expenses borne by the Company.

Article 21 The procedures for convening meetings of the Nomination Committee, voting methods, and the resolutions adopted at such meetings must comply with relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these Rules of Procedures.

Article 22 Minutes shall be taken for meetings of the Nomination Committee, and the Committee members attending the meeting shall sign the minutes. The minutes shall be kept by the Secretary to the Board. The draft and final versions of the meeting minutes shall be distributed to all Committee members within a reasonable period after the meeting. The draft version is provided for members to express their opinions, while the final version serves as the official record. The Directors may, upon providing reasonable notice, access the meeting minutes at a reasonable time.

Article 23 Proposals and voting results adopted at the meetings of the Nomination Committee shall be reported to the Board in writing.

Article 24 All attending Committee members shall have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose any related information without authorization.

Chapter 5 Supplementary Provisions

Article 25 These Rules of Procedures shall be formulated, revised and interpreted by the Board.

Article 26 For matters not covered in these Rules of Procedure, the provisions of the then-effective national laws and regulations, the Hong Kong Stock Exchange Listing Rules, and the Articles of Association shall apply. If any provision of these Rules of Procedure conflicts with the then-effective national laws and regulations, the Hong Kong Stock Exchange Listing Rules, or the Articles of Association as amended through lawful procedures, the provisions of the then-effective national laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail. In such cases, these Rules of Procedure shall be promptly amended accordingly and submitted to the Board for review and approval.

Article 27 These Rules of Procedure shall, upon review and approval by the Board, take effect and be implemented from the date on which the Company's H shares issued in its initial public offering are filed with the CSRC and listed and traded on The Stock Exchange of Hong Kong Limited.