

# **GUANGDONG TIANYU SEMICONDUCTOR CO., LTD.**

## **Terms of Reference of the Strategic and ESG Committee of the Board**

### **CHAPTER 1 GENERAL PROVISIONS**

**Article 1** Pursuant to the Company Law of the PRC (the “**Company Law**”), the Articles of Association of the Company (the “**Articles of Association**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other relevant regulations, the GUANGDONG TIANYU SEMICONDUCTOR CO., LTD. (the “**Company**”) has set up a strategic and ESG committee (the “**Strategic and ESG Committee**”) under the board (the “**Board**”) of directors (the “**Directors**”) of the Company, and hereby formulated these terms of reference (the “**Terms of Reference**”), in an effort to accommodate the needs of strategic development of the Company, strengthen its core competitiveness, optimise its procedures for making investment decisions, enhance the scientificity of its decision-making process, and improve the effectiveness and quality of investment decisions.

**Article 2** The Strategic and ESG committee is a special committee set up by the Board, which is mainly responsible for researching and making suggestions on the long-term development strategy, ESG development and major development decisions of the Company.

The senior management mentioned in the Terms of Reference refers to the general manager, deputy general manager, the person-in-charge of finance (chief financial officer), the secretary of the Board and other personnel appointed by the Board as senior management of the Company.

### **CHAPTER 2 COMPOSITION**

**Article 3** The Strategic and ESG Committee shall comprise at least one independent non-executive director.

**Article 4** Members of the Strategic and ESG Committee shall be nominated by the Chairman of the Board, more than one-half of the independent non-executive directors or one-third of all directors, and shall be elected by the Board.

**Article 5** The Strategic and ESG Committee shall have a chairman, who shall be the chairman of the Board.

**Article 6** The term of office of the Strategic and ESG Committee is the same as that of the Board of Directors, and the term of office expires and can be re-elected. During this period, if a member ceases to serve as a director of the Company, he or she shall automatically lose his or her membership of the Strategic and ESG Committee, and the Board of Directors shall make up the number of members in accordance with the provisions of Articles 3 to 5 above.

**Article 7** The Strategic and ESG Committee shall establish an investment review panel, the head of which shall be served by the chairman of the Strategic and ESG Committee.

### **CHAPTER 3 DUTIES AND AUTHORITIES**

**Article 8** The Strategic and ESG Committee shall have the following primary duties and authorities:

- (I) to study and make recommendations on the long-term development strategic planning of the Company;
- (II) to study and make recommendations on major investment and financing schemes which require the approval of the Board as required by the Articles of Association;
- (III) to study and make suggestions on major capital operations and asset operation projects that need to be approved by the Board of Directors as stipulated in the Articles of Association;
- (IV) to evaluate the ESG and climate change vision, strategic planning, development objects, operating plans, implementation processes and organisational structure of the Company;
- (V) to focus on the development trend, risks and opportunities in the field of ESG and climate change, to study and make suggestions on the Company's ESG and climate change policies;
- (VI) to be responsible for the consideration of the Company's ESG and climate change related reports, ensuring that the Company's reports issued to the public are in line with the disclosure requirements, and reporting to the Board of Directors;
- (VII) to study and make suggestions on other major matters that may affect the development of the Company;
- (VIII) to check the implementation of the above matters; and
- (IX) Other matters authorised by the board of directors.

**Article 9** The Strategic and ESG Committee shall be accountable to the Board. The proposals provided by the Strategic and ESG Committee shall be submitted to the Board for consideration and approval.

## **CHAPTER 4 DECISION-MAKING PROCESS**

**Article 10** The investment review panel is responsible for the preparatory work of the decision-making process of the Strategic and ESG Committee and providing relevant data of the Company:

- (I) The person-in-charge of relevant departments of the Company or the subsidiaries or enterprises in which the Company has equity interests shall submit information about significant investment and financing, capital operation, intentions of assets operation projects, preliminary feasibility reports and general information of the partners;
- (II) The investment review panel shall carry out preliminary review and put forward a written opinion on the approval of the project, which shall be filed to the Strategic and ESG Committee;
- (III) The relevant departments of the Company or the subsidiaries or enterprises in which the Company has equity interests shall report the external investment agreements, contracts, articles of association, feasibility reports, etc. to the investment review panel; and
- (IV) The investment review panel shall conduct a review thereon, issue a written opinion, and make a formal proposal to the Strategic and ESG Committee.

**Article 11** The Strategic and ESG Committee shall convene meetings based on the proposal submitted by the investment review panel for discussion and the discussion result shall be submitted to the Board and reflected to the investment review panel.

## **CHAPTER 5 RULES OF PROCEDURES**

**Article 12** A notice shall be given to all members three days before the date of a meeting of the Strategic and ESG Committee. The meeting shall be presided over by the chairman of the Strategic and ESG Committee, and in case the chairman of the Strategic and ESG Committee is unable to attend, he or she may appoint another member of the Strategic and ESG Committee (the member should be an independent non-executive director) to preside over the meeting on his or her behalf. Such notice may be waived with the unanimous consent of all members of the Strategic and ESG Committee.

**Article 13** The quorum of a meeting of the Strategic and ESG Committee shall be not less than two-thirds of the members. Each member shall have one vote. A resolution of the meeting must be passed by more than half of all the members of the Strategic and ESG Committee.

**Article 14** Voting at a meeting of the Strategic and ESG Committee shall be taken by a poll. An extraordinary meeting may be convened in the form of vote by communications.

**Article 15** As long as all the members may fully express their opinions, the Strategic and ESG Committee may pass a written resolution without convening a meeting, provided that it shall comply with the advance notice requirements of Terms of Reference and such resolution shall be circulated to all members of the Strategic and ESG Committee. After the resolution was signed by such number of people required to pass a resolution under Terms of Reference, such resolution shall come into effect on the date the resolution was signed by the last signing member.

**Article 16** The Strategic and ESG Committee may invite directors, supervisors and other senior management of the Company to attend its meetings if necessary.

**Article 17** The Strategic and ESG Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.

**Article 18** The procedures for convening of a meeting of the Strategic and ESG Committee, its voting methods and resolutions to be passed at such meeting must comply with the provisions of relevant laws, regulations, the Listing Rules, the Articles of Association and these Terms of Reference.

**Article 19** The Strategic and ESG Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings that shall be kept by the secretary of the Company.

**Article 20** Resolutions passed and voting results at a meeting of the Strategic and ESG Committee shall be reported in writing to the Board of the Company.

**Article 21** Members of the Strategic and ESG Committee present at a meeting shall keep confidential all matters discussed at the meeting and shall not disclose such information without authorisation.

## **CHAPTER 6 SUPPLEMENTARY PROVISIONS**

**Article 22** Terms of Reference shall come into effective and be implemented upon the initial public offering of the shares of the Company and from the date of its listing and trading on the Hong Kong Stock Exchange. The Terms of Reference of the Strategic and ESG Committee that are currently in force shall automatically lapse from the effective date of Terms of Reference.

**Article 23** For any matters not covered in Terms of Reference, the relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the relevant provisions of the Articles of Association shall apply. If the relevant provisions of Terms of Reference contravene with the laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority and the Articles of Association as enacted or amended in

the future, such relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised Articles of Association shall prevail.

**Article 24** The power of interpretation of these terms of reference shall be vested in the Board.

December 4, 2025

*NOTE:* If there is any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.