

**Montage Technology Co., Ltd.**  
**Rules of Procedures for the Nomination Committee of**  
**the Board of Directors**  
**(Applicable upon issuance and listing of H Shares)**

**Chapter 1 General Provisions**

**Article 1** In order to regulate the selection and appointment of the directors, chief executive officer, general manager and other senior management personnel of the Board of Directors of Montage Technology Co., Ltd. (the “Company”), optimize the composition of the Board of Directors, and improve the Company’s governance structure, the Company establishes the Nomination Committee of the Board of Directors, and formulates these Rules in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (the “Company Law”), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the securities regulatory rules of the place(s) where the shares of the Company are listed and the articles of association of Montage Technology Co., Ltd. (the “Articles of Association”) and other relevant requirements.

**Article 2** The Nomination Committee is a specialized working body under the Board of Directors, mainly responsible for conducting qualifications review and providing recommendations for directors and senior management nominated by nominees with nomination rights as specified in the Articles of Association, reporting to the Board of Directors, and be accountable to the Board of Directors.

**Article 3** For the purposes of these Rules, directors include independent directors but exclude employee directors; senior management refers to the Company’s chief executive officer, general manager, deputy general managers, head of finance, Board secretary, and other personnel as determined by the Board of Directors. The “independent director” as referred herein shall have the same meaning as “independent non-executive director” in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”).

**Chapter 2 Composition**

**Article 4** Members of the Nomination Committee shall be appointed by the Board of Directors from among the members of the Board of Directors and shall consist of not fewer than three members (including at least one director of the opposite sex), with independent directors constituting a majority.

**Article 5** Members of the Nomination Committee shall be elected by the Board of Directors.

**Article 6** The Nomination Committee shall have one convener (chairperson), who shall be elected from the independent committee members by the Board of Directors. The chairperson shall be responsible for presiding over the work of the committee.

**Article 7** The term of office of the Nomination Committee shall be the same as that of the Board of Directors. A member may stand for re-election upon the expiration of his/her term of office. During his/her term of office, a member of the Nomination Committee may be removed from his/her roles by the Board of Directors in accordance with statutory procedures. If any member ceases to be a director of the Company during the period of office, he/she shall automatically lose his/her membership, and the Board of Directors shall fill the vacancy.

**Article 8** The Nomination Committee shall have the authority to decide, based on specific work requirements, whether to establish working groups. The working group is responsible for working liaison, meeting organization and other specific works. Members of the working group do not need to be members of the Nomination Committee.

### **Chapter 3 Duties**

**Article 9** The main duties and authorities of the Nomination Committee include:

- (1) to review, at least annually, the structure, size and composition of the Board of Directors (including the mix of skills, knowledge and experience), assist the Board of Directors in preparing the Board of Directors skills matrix, and make recommendations on any proposed changes to the Board of Directors to align with the Company's strategy;
- (2) to identify individuals with appropriate qualifications to serve as directors and senior management, and to select and nominate such individuals for appointment as directors or senior management, or provide recommendations to the Board of Directors in this regard, with the scope including the candidates':
  1. integrity;
  2. academic qualifications, professional qualifications and work experience (including part-time positions);
  3. whether the candidate possesses the appropriate skills and experience required;
  4. whether the candidate is able to devote sufficient time and effort to perform the duties of a director and handle the Company's affairs;
  5. whether the candidate can promote diversity in all aspects of the Board of Directors, including but not limited to gender (the Board of Directors must not be composed solely of directors of the same gender), age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
  6. whether the candidate for independent non-executive director meets the requirements of the Company Law of the People's Republic of China, the Hong Kong Listing Rules and the A-share listing rules;

7. where the candidate is an independent director, to consider whether the candidate has sufficient time to perform his or her duties as an independent non-executive director, as well as the candidate's background and qualifications, so as to assess whether the candidate is able to provide independent opinions to the Board of Directors;
  8. when considering whether an independent non-executive director should be re-elected, to assess the independent non-executive director's contribution to the Board of Directors during his or her term of office, including whether the independent non-executive director has been able to provide independent opinions to the Board of Directors;
- (3) to review the candidates for directors and senior management and make recommendations;
  - (4) to assess the independence of the independent directors;
  - (5) to make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors (in particular, the chairman and the chief executive officer);
  - (6) to support the Company's regular assessments on the performance of the Board of Directors;
  - (7) to assess the time commitment and contribution of directors to the Board of Directors and whether they are able to effectively perform their duties;
  - (8) to report its decisions or recommendations to the Board of Directors, unless such reporting is restricted by law or regulatory requirements;
  - (9) other matters as provided for under the laws and the administrative regulations, the relevant requirements under the China Securities Regulatory Commission and the securities regulatory rules of the stock exchange where the Company's share certificates are listed, the Articles of Association, and other matters authorized and delegated by the Board of Directors.

**Article 10** The Nomination Committee shall be responsible for formulating the selection criteria and procedures regarding directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, as well as making recommendations to the Board of Directors on the following matters:

- (1) nomination or appointment and dismissal of directors;
- (2) appointment or dismissal of senior management members;
- (3) other matters as required by laws, administrative regulations, the relevant requirements under the CSRC and the Shanghai Stock Exchange, and requirements under the Hong Kong Listing Rules and the Articles of Associations.

The Board of Directors shall record and disclose in its resolutions the opinion of the Nomination Committee and the specific reasons for not adopting or fully adopting the recommendations of the Nomination Committee.

**Article 11** When the Nomination Committee performs its duties, the relevant departments of the Company shall provide cooperation and support.

#### **Chapter 4 Meetings and Rules of Procedures**

**Article 12** Shareholders who individually or jointly hold more than 1% of the Company's issued shares and nominate candidates for directors or independent directors shall submit the proposal and detailed information on the nominated candidates to the Nomination Committee at least ten days prior to the convening of the Board of Directors meeting.

**Article 13** Candidates for directors nominated by the Board of Directors shall be submitted by the Company's Board of Directors office to the Nomination Committee, together with the proposal and detailed information on the nominated candidates, at least six days prior to the convening of the Board of Directors meeting.

**Article 14** Candidates for chief executive officer, general manager and Board of Directors secretary nominated by the chairman, and candidates for other senior management of the Company nominated by the general manager, shall be submitted by the Company's Board of Directors office to the Nomination Committee, together with the proposals and detailed information on the nominated candidates, at least six days prior to the convening of the Board meeting.

**Article 15** The detailed information on candidates submitted to the Nomination Committee shall include, without limitation, personal particulars such as educational background, work experience and part-time positions; whether there are any connected relationships with the Company or the Company's controlling shareholders and actual controllers; the number of shares held in the Company; whether there are any circumstances rendering the candidate unsuitable for office; and whether the candidate has been subject to penalties imposed by the CSRC or other relevant departments, or disciplinary actions by stock exchanges.

**Article 16** The Nomination Committee shall, based on the detailed information of the candidates, review their qualifications and report to the Board of Directors.

**Article 17** If the Nomination Committee considers that a nominated director or senior management personnel does not meet the qualifications for appointment, it shall provide its review feedback to the nominating party at least three days prior to the convening of the Board of Directors meeting.

**Article 18** The meetings of the Nomination Committee has regular meetings shall be convened and chaired by the convener of the Nomination Committee. Where the convener of the Nomination Committee is unable or refuses to perform his or her duties, an independent director member shall be designated to perform such duties on his or her behalf.

**Article 19** The Nomination Committee may convene meetings as necessary. A meeting may be convened where it is proposed by two or more members of the Nomination Committee, or where the convener of the Nomination Committee considers it necessary.

**Article 20** Notice of a Nomination Committee meeting shall be given three days prior to the meeting. The meeting notice shall clearly specify the time, venue, agenda and other relevant matters. In the event of urgent matters, the convening of a meeting shall not be subject to the foregoing notice period.

**Article 21** In principle, meetings of the Nomination Committee shall be held on site. Under the premise of ensuring that all participating members can fully communicate and express their opinions, meetings may also be held by means of communication such as video or teleconference with voting conducted through such means.

**Article 22** Meetings of the Nomination Committee shall be held with the attendance of more than two-thirds (including two-thirds) of its members. Each member has one vote. The resolutions of the Nomination Committee must be approved by more than half of all members.

**Article 23** Members of the Nomination Committee shall attend meetings in person and express clear opinions on the matters discussed. Members who are unable to attend due to legitimate reasons may authorize another member to attend and express opinions on their behalf by submitting a written and signed power of attorney. The power of attorney shall specify the scope of authorization and the period. Each member may serve as a proxy for no more than one other member. If an independent director is unable to attend in person due to legitimate reasons, he/she shall appoint another independent director to attend on his/her behalf.

**Article 24** If a member of the Nomination Committee neither attends a meeting in person nor authorizes another member to attend on their behalf, they shall be deemed not to have attended the meeting. A member who fails to attend two consecutive meetings shall be considered unable to properly perform their duties, and the Board of Directors may remove them from their position on the committee.

**Article 25** Where a member of the Nomination Committee believes that he or she has a conflict of interests in the matters under discussion at a meeting, the member shall promptly disclose the nature and extent of such interest to the Nomination Committee and apply for abstain from voting. If the other members of the Nomination Committee unanimously agree that such conflict of interests will not have a material impact on the voting matter, the interested member may participate in the voting. However, if the Board of Directors of the Company considers it inappropriate for the aforementioned interested member to participate in the voting, it may revoke the voting results of the relevant resolution and require the members without such conflict of interests to re-vote on the relevant resolution.

**Article 26** Where, due to the number of Nomination Committee members participating in the voting being fewer than the number required under these Rules, a valid review opinion cannot be formed, the relevant matters shall be considered directly by the Board of Directors.

**Article 27** When deemed necessary, the Nomination Committee may invite other non-committee directors, senior management, and other relevant personnel of the Company to attend committee meetings and provide necessary information.

**Article 28** The Company shall provide the Nomination Committee with sufficient resources to enable it to perform its duties. When deemed necessary by the Nomination Committee, the Company may engage intermediary agencies to provide independent professional opinions, and the related costs shall be borne by the Company.

**Article 29** The convening procedures, voting methods and resolutions of the Nomination Committee meetings must be in compliance with the requirements of the relevant laws, regulations, the Articles of Association and these Rules.

**Article 30** Nomination Committee meetings shall be arranged by the Company's Board secretary. Minutes of the meetings shall be prepared, and the attending committee members and other participants shall sign the minutes. The minutes shall be kept by the Company's Board secretary.

**Article 31** Resolutions passed and the corresponding voting results at Nomination Committee meetings shall be reported to the Company's Board of Directors in writing within three days.

**Article 32** Committee members and other participants attending and present at the meeting are under a duty of confidentiality regarding the matters discussed and must not disclose any related information without authorization.

## **Chapter 5 Supplementary Provisions**

**Article 33** These Rules shall take effect upon approval by the Board of Directors and shall become effective on the date the Company's overseas-listed foreign shares (H shares) are listed on the Stock Exchange of Hong Kong Limited.

**Article 34** Matters not covered by these Rules shall be implemented in accordance with relevant national laws and regulations, including those promulgated by the State from time to time in the future, the securities regulatory rules of the stock exchange where the Company's share certificates are listed and the provisions of the Articles of Association; in the event that these Rules conflict with laws, regulations, securities regulatory rules of the stock exchange where the Company's share certificates are listed, or the Articles of Association amended through legal procedures, the Board of Directors of the Company shall promptly amend these Rules accordingly, and they shall come into effect upon approval by the Board of Directors.

**Article 35** These Rules shall be interpreted by the Board of Directors.

## **Appendix: Members of the Board of Directors Members Diversity Policy of Montage Technology Co., Ltd.**

### **Members of the Board of Directors Members Diversity Policy of Montage Technology Co., Ltd.**

#### **Article 1 Purpose**

This Policy aims to set out the approach adopted by the members of the Board of Directors of Montage Technology Co., Ltd. (the “Company”) to achieve diversity.

#### **Article 2 General Policy**

- (1) the Company understands and firmly believes that diversity among members of the Board of Directors is highly beneficial to enhancing the quality of the Company’s performance.
- (2) to achieve sustainable and balanced development, the Company regards increasing diversity at the Board of Directors level as a key element in supporting the attainment of its strategic objectives and the maintenance of sustainable development. All Board of Directors appointments are made on a merit-based basis, and due regard is given to the benefits of Board of Directors diversity by taking into account appropriate criteria when considering candidates.
- (3) the Company is committed to selecting the best candidates to serve as members of the Board of Directors. The Company’s Nomination Committee (the “Nomination Committee”) is primarily responsible for identifying individuals with appropriate qualifications to serve as directors. In the selection process, the Nomination Committee will consider a range of diversity criteria, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. Final decisions will be made based on the strengths of the candidates and the contributions they can bring to the Board of Directors. The composition of the Board of Directors (including gender, age and length of service) will be disclosed annually in the corporate governance report.
- (4) the Company is committed to ensuring gender diversity when recruiting middle- and senior-level employees, so as to enable the timely inclusion of female senior management and potential successors on the Board of Directors, thereby ensuring gender diversity at the Board of Directors level. The Company strives to maintain a minimum female representation of at least 10% on the Board of Directors. The Company will continue to place emphasis on the development of female talent and provide long-term career development opportunities for female employees.

- (5) the Company is committed to ensuring that candidates for independent non-executive directors are able to provide the Board of Directors with independent views. In assessing such candidates, the Nomination Committee and the Board of Directors shall also take into account the following factors:
1. in selecting candidates for independent non-executive directors, consideration should be given to whether the candidate has sufficient time to perform the duties of an independent non-executive director, as well as the candidate's background and qualifications, so as to assess whether the candidate is able to provide independent views to the Board of Directors; and
  2. when considering whether an independent non-executive director should be re-elected, an assessment should be made of the independent non-executive director's contribution to the Board of Directors during the term of office, including whether the independent non-executive director has provided independent views to the Board of Directors.

### **Article 3 Monitoring and Reporting**

The Nomination Committee shall report annually, in the corporate governance report, on the Board of Directors' composition in terms of diversity and shall monitor the implementation of this Policy.

### **Article 4 Review of this Policy**

The Board of Directors and the Nomination Committee shall review this Policy from time to time, but not less than once a year, to ensure the implementation and effectiveness of this Policy. The Nomination Committee shall discuss any revisions that may be required and make recommendations to the Board of Directors for approval.

### **Article 5 Disclosure of this Policy**

A summary of this Policy, together with any measurable objectives established for the implementation of this Policy and the progress made toward achieving such objectives, shall be disclosed annually in the corporate governance report.

### **Article 6 Miscellaneous**

This Policy forms an appendix to the Rules for Procedure of the Nomination Committee of the Board of Directors of Montage Technology Co., Ltd. (Draft) and shall become effective from the date on which the overseas listed foreign shares (H Shares) issued by the Company are listed and traded on the Stock Exchange of Hong Kong Limited.