

Montage Technology Co., Ltd.
The Rules of Procedure of the Strategy and ESG Committee of
the Board of Directors

(Applicable after the Offering and Listing of H Shares)

Chapter 1 General Provisions

Article 1 In order to meet the needs of strategic development of Montage Technology Co., Ltd. (hereinafter referred to as the “Company”), improve the corporate governance structure, enhance the Company’s core competitiveness, and improve the Company’s environmental, social and governance (ESG) management and operation level, the Company has established the Strategy and ESG Committee of the Board of Directors, and formulated these rules of procedure in accordance with the Company Law of the PRC, the Articles of Association of Montage Technology Co., Ltd. (the “Articles of Association”) and other relevant regulations.

Article 2 The Strategy and ESG Committee is a special committee under the Board of Directors and shall be accountable to the Board and report to the Board. It is mainly responsible for conducting research and making recommendations on the Company’s long-term development strategies and environmental, social and governance (ESG) strategies.

Chapter 2 Composition

Article 3 Members of the Strategy and ESG Committee shall be appointed by the Board from the Board members, and the Strategy and ESG Committee shall consist of no less than three members.

Article 4 The members of the Strategy and ESG Committee shall be elected by the Board of Directors.

Article 5 The Strategy and ESG Committee shall have one convener, who is elected by the Board from the members of the Committee and shall be responsible for presiding over the work of the Committee.

Article 6 The term of office of the members of the Strategy and ESG Committee shall be consistent with that of the directors of the Board of the Company. Each member shall be eligible for re-election upon the expiry of his/her term of office. During the term of office of a member of the Strategy and ESG Committee, the Board of Directors may remove him/her from office in accordance with legal procedures. During his/her term of office, if any member ceases to be a director of the Company, he/she shall automatically cease to be a member, and the vacancy in the Committee shall be filled by the Board.

Article 7 The Strategy and ESG Committee has the authority to decide to establish a working group responsible for specific work such as work liaison and organizing meetings based on the specific work situation. Members of the working group do not need to be members of the Strategy and ESG Committee.

Chapter 3 Duties

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

- (I) to conduct research and make recommendations on the Company's long-term development strategic plans;
- (II) to consider the Company's strategic plans related to sustainable development, environmental, social and governance (ESG), and guide the implementation of the relevant work of the Company;
- (III) to pay attention to ESG-related risks and opportunities that have a substantial influence on the Company's business, and make corresponding recommendations;
- (IV) to consider the annual environmental, social and governance (ESG) report of the Company;
- (V) other matters as authorized by the Board of Directors.

Chapter 4 Meetings and Rules of Procedure

Article 9 The meetings of the Strategy and ESG Committee shall be convened and presided over by the convener of the Strategy and ESG Committee. If the convener of the Strategy and ESG Committee is unable or refuses to perform his/her duties, he/she shall appoint a member to perform the duties on his/her behalf.

Article 10 The Strategy and ESG Committee may convene meetings as needed. A meeting may be convened when proposed by two or more members of the Strategy and ESG Committee, or when deemed necessary by the convener of the Strategy and ESG Committee.

Article 11 Notice of the meeting of the Strategy and ESG Committee shall be given three days before the meeting. The notice of the meeting shall specify the time, place and agenda. In the event of an emergency, the convening of a meeting is not subject to the aforementioned notice period.

Article 12 Meetings of the Strategy and ESG Committee shall be held on-site in principle. Provided that all directors present at the meeting can fully communicate and express their opinions, the meeting may be held by way of video, telephone conference or by other means of communication and voting when necessary.

Article 13 Meetings of the Strategy and ESG Committee shall be held only if more than half of the members are present. Each member shall have one vote and resolutions adopted by the Strategy and ESG Committee shall be passed by a majority of all members.

Article 14 The members of the Strategy and ESG Committee shall attend meetings in person and express clear opinions on the matters discussed. When a member is unable to attend a meeting for any reason, he/she may submit a power of attorney signed by himself/herself to authorize another member to attend the meeting and give opinions on his/her behalf. The power of attorney shall specify the scope and period of authorization. Each member may act as proxy for a maximum of one member only.

Article 15 A member of the Strategy and ESG Committee who is neither able to attend the meeting in person nor delegating another member to attend the meeting on his/her behalf shall be deemed to have not attended the meeting. A member who fails to attend the meeting for two consecutive times shall be deemed to be unable to properly perform his/her duties, and the Board of Directors of the Company may remove the member from office.

Article 16 If a member of the Strategy and ESG Committee believes that they have an interest in the matters discussed at the meeting, they shall disclose the nature and extent of the interest to the Strategy and ESG Committee in a timely manner, and apply for abstention from voting. If other members of the Strategy and ESG Committee are unanimous in their opinion that such interest will not have a substantive impact on the matters to be voted on, the interested member may participate in the voting. However, if the Board of Directors of the Company believes that it is not appropriate for the above-mentioned interested member to participate in the voting, it may revoke the voting results of the relevant resolutions, and require the non-interested members to vote on the relevant resolutions again.

Article 17 If the number of members of the Strategy and ESG Committee participating in the vote is less than the number required by these rules of procedure, and a valid consideration opinion cannot be formed, the relevant matters shall be directly considered by the Board of Directors.

Article 18 The Strategy and ESG Committee may invite other non-member directors, executive officers and other relevant personnel of the Company to attend the meetings of the Committee and provide necessary information when it deems necessary.

Article 19 The Strategy and ESG Committee may engage intermediaries to provide professional advice at the Company's expense when it deems necessary.

Article 20 The convening procedures and voting methods of a meeting of the Strategy and ESG Committee and the resolutions passed at the meeting shall be in compliance with the relevant provisions of the laws, regulations, the Articles of Association and these rules.

Article 21 The Board secretary of the Company shall be responsible for the arrangement of the meetings of the Strategy and ESG Committee, and minutes of the meetings shall be prepared and signed by the members and other personnel present at the meetings, and shall be kept by the Board secretary of the Company.

Article 22 The resolutions passed at the meeting of the Strategy and ESG Committee and the voting results shall be submitted to the Board of Directors of the Company in writing within three days.

Article 23 Members and other personnel present at the meeting and attending the meeting as observers shall be obligated to keep the matters discussed at the meeting confidential, and shall not disclose relevant information without authorization.

Chapter 5 Supplementary Provisions

Article 24 Upon consideration and approved by the Board, these rules shall take effect from the date on which the Company's H Shares are listed on The Stock Exchange of Hong Kong Limited.

Article 25 Any matters not covered in these rules shall be dealt with in accordance with the provisions of the relevant laws and regulations of the PRC and the Articles of Association. In case of any inconsistency between these rules and the laws and regulations to be promulgated in the PRC in the future or the Articles of Association as amended in accordance with legal procedures, the Board of Directors of the Company shall make corresponding amendments to these rules in a timely manner, and such amendments shall take effect upon consideration and approval by the Board of Directors.

Article 26 The Board of Directors shall be responsible for the interpretation of these rules.