BASiC Semiconductor Co., Ltd.
Terms of Reference of the Nomination Committee of the Board of Directors

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further establish and refine the selection criteria and procedures for the directors and senior management of BASiC Semiconductor Co., Ltd. (hereinafter referred to as the "Company"), and to improve the corporate governance structure, the Company has hereby established the Nomination Committee of the Board of Directors and formulated these Terms of Reference in accordance with the provisions of the Company Law of the People's Republic of China (hereinafter referred to as the Company Law), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Listing Rules) and other relevant laws, administrative regulations, departmental rules, regulatory documents, and the Articles of Association of BASiC Semiconductor Co., Ltd. (hereinafter referred to as the Articles of Association) and the Rules of Procedures for the Board of Directors of BASiC Semiconductor Co., Ltd.

Article 2 The Nomination Committee is a specialized working body established by the Board of Directors in accordance with the Articles of Association and the Hong Kong Listing Rules, which is mainly responsible for reviewing the selection procedures, standards, and qualification requirements for the Company's directors and senior management, and providing recommendations to the Board of Directors. The Nomination Committee shall be accountable to and reports its work to the Board of Directors.

CHAPTER 2 COMPOSITION

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

Article 4 The members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, one-half or more of the independent non-executive directors, or one-third or more of all directors, and shall be elected by the Board of Directors.

Article 5 The Nomination Committee shall have one chairman, who shall be the chairman of the Board or an independent non-executive director and responsible for convening and presiding over the committee meetings. The chairman of the Committee should be elected from the committee members and should become effective after the result is reported to and approved by the Board.

Article 6 The term of office of the committee members should be consistent with the term as directors. Upon the expiration of his/her term, a member may serve a consecutive term if re-elected. If any committee member ceases to serve as a director of the Company during the term, or if a committee member required to be an independent non-executive director no longer meets the independence requirements stipulated in the Articles of Association, such member shall automatically lose their committee membership. The Board of Directors shall fill the vacancy within three months in accordance with Articles 3 to 5 above.

Article 7 The Nomination Committee shall establish a working group responsible for daily liaison, meeting organization, and other related tasks. The members of the working group are not required to be members of the Nomination Committee.

CHAPTER 3 DUTIES AND POWERS

Article 8 The major duties and authorities of the Nomination Committee include:

(I) To assess and review the size, composition (including skills, knowledge, and experience), and structure of the Board of Directors at least annually in light of the Company's operating activities, asset size, and shareholding structure, and recommend to the Board any proposed changes to align with the Company's strategy;

(II) To formulate the Company's corporate governance policies, regularly review their implementation, and make recommendations to the Board;

(III) To study and propose selection criteria and procedures for directors, the general manager, and other senior management; oversee and monitor the training and ongoing professional development plans for directors and senior management;

(IV) To identify individuals suitably qualified to become directors, the general manager, and other senior management, and select or nominate such individuals for these positions or make recommendations to the Board in this regard;

(V) To review and recommend candidates for directors, the general manager, and other senior management;

(VI) To review the independence of independent non-executive directors;

(VII) To make recommendations to the Board regarding the appointment or reappointment of directors and succession planning for directors (particularly the chairman and the chief executive officer), the general manager, and other senior management;

(VIII) To develop and maintain policies on diversity for the Board and employees, review such policies at least annually, and disclose the policies or a summary thereof in the Company's annual report;

(IX) When the Board needs to increase the number of directors or fill vacancies, to be responsible for identifying qualified individuals suitable for directorship and advise the Board on their selection and nomination; in identifying suitable candidates, the Committee shall fully consider the complementary knowledge structure, experience, balance, and independence of Board members, base decisions on objective conditions, fully recognize the benefits of Board diversity, align with the business needs of the Group, and select candidates on a broad basis to ensure that Board members possess appropriate expertise, experience, and diverse perspectives to support the Company in achieving strategic goals, maintaining competitive advantages, and realizing sustainable development;

(X) To be responsible for recommending the reappointment of non-executive directors (including independent non-executive directors) upon the expiration of their terms and making recommendations regarding the election or re-election of directors by shareholders and the continued service of any director over any period; if the Board intends to propose a resolution at a shareholders' meeting to elect an individual as an independent non-executive director, the Committee shall ensure that the circular to shareholders and/or explanatory letter accompanying the notice of such meeting includes: (1) the process of identifying the individual, the reasons the Board believes the individual should be elected, and why they consider the individual independent; (2) if the prospective independent non-executive director will serve as a director of the seventh (or more) listed company, the reasons the Board believes the individual can still devote sufficient time to director duties; (3) the perspectives, skills, and experience the individual can bring to the Board; and (4) how the individual contributes to Board diversity;

(XI) To formulate, review, and oversee the code of conduct and compliance manual (if any) for employees and directors;

(XII) To review the Company's compliance with Appendix C1 "Corporate Governance Code" of the Hong Kong Listing Rules and the disclosure of information in the Corporate Governance Report;

(XIII) To support the issuer in conducting regular evaluations of Board performance;

(XIV) Other matters stipulated by applicable laws and regulations, the Articles of Association, the Hong Kong Listing Rules, and other matters delegated by the Company's Board of Directors.

Article 9 The Nomination Committee shall be accountable to the Board of Directors. The proposals of the Nomination Committee shall be submitted to the Board of Directors for deliberation and decision.

The Nomination Committee shall provide the Board of Directors with all research, discussions, materials, and information in the form of reports, recommendations, or summaries for the Board's review and decision-making.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 10 In accordance with relevant laws, administrative regulations, other normative documents, the Hong Kong Listing Rules, and the Articles of Association, and based on the actual circumstances of the Company, the Nomination Committee shall study the selection criteria, procedures, and terms of office for the Company's directors and senior management. Resolutions formed shall be submitted to the Board of Directors for deliberation and approval, and shall be implemented accordingly.

Article 11 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 demand of the Company for new directors and senior management and to produce the result in writing;

(II) The Nomination Committee may extensively search for candidates for directors, the general manager, and other senior management within the Company, its holding (shareholding) companies, and from the talent market;

(III) Collect information about the preliminary candidates, including their career background, educational qualifications, professional titles, detailed work experience, and all concurrent positions, and compile such information into written materials;

(IV) To seek the consent of the nominees for the nomination; otherwise the nominee cannot be selected as a candidate for directors or senior management;

(V) Convene the meeting of the Nomination Committee to review the qualifications of the initial candidates based on the requirements for directors and senior management;

(VI) One to two months before the election of new directors or the appointment of new senior management, submit recommendations and relevant materials regarding director candidates and candidates for new senior management positions to the Board of Directors;

(VII) Carry out other follow-up work based on the Board's decisions and feedback. If necessary, the Nomination Committee may engage intermediary institutions to provide professional advice for its decision-making, with reasonable related expenses borne by the Company. The Board of Directors shall ensure that the Nomination Committee is provided with adequate resources to fulfill its duties.

CHAPTER 5 RULES OF PROCEDURE

Article 12 The meetings of the Nomination Committee are divided into regular meetings and interim meetings. Regular meetings of the Nomination Committee shall be held at least once a year, and all members shall be notified at least five days prior to the scheduled meeting. Meetings shall be convened and presided over by the chairman. If the chairman is unable to attend, he/she may entrust another member (who should be an independent non-executive director) to preside over the meeting.

Notice for interim meetings of the Nomination Committee shall be given to all committee members at least two days prior to the meeting. With the unanimous consent of all committee members, the aforementioned notice periods may be waived.

The methods of notification include delivery by hand, fax, mail, email, telephone, etc.

Article 13 Notice of meetings of the Nomination Committee should at least include the following:

(I) The time and venue of the meeting;

(II) The duration of the meeting;

(III) The agenda items to be discussed at the meeting;

(IV) The contact person of the meeting and the way of contact;

(V) The date of notice of the meeting.

For notifications made by telephone, the notice shall at least include items (I) and (II) above, written records shall be properly kept, and meeting documents shall be distributed to all committee members before the meeting.

Article 14 Meetings of the Nomination Committee may be convened in the form of on-site meetings, and voting shall be conducted by registered ballot. With the unanimous consent of all committee members, interim meetings may be convened in the form of video conferencing, telephone, or written circulation and resolutions may be adopted.

Article 15 A meeting of the Nomination Committee may be held only when two-thirds or more of the committee members (including members who have authorized other members to attend in writing) 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 16 If a member of the Nomination Committee authorizes another member to attend a meeting and exercise voting rights on his/her behalf, he/she shall submit a proxy form to the chair of the meeting. The proxy form shall specify the agent's name, matters of agency, scope of authorization, and validity period, and shall be signed or sealed by the principal. For matters involving voting, the principal shall clearly indicate in the proxy form the votes in favor of, against or abstaining from each matter. Committee members shall not give or accept proxies that lacks voting instructions, grants full discretionary authority, or has an unclear scope of authorization. A valid proxy form shall be submitted to the chair of the meeting no later than the time of voting at the meeting.

Article 17 Any member of the Nomination Committee who does not attend the meeting in person or by proxy shall be deemed as not having attended the relevant meeting. Any member who does not attend the meeting for two consecutive times shall be deemed as unable to perform his/her duties appropriately, and the Board of Directors of the Company may remove such member from his/her position.

Article 18 Upon completion of voting by the attending committee members, the voting results of each member shall be promptly collected and tallied. For meetings held in person, the chair of the meeting shall announce the voting results on the spot. For voting conducted in non-in-person meetings, the chair of the meeting shall notify each committee member of the voting results in writing within three days after expiration of the voting time limit.

Article 19 Members of the working group may attend meetings of the Nomination Committee as observers. If necessary, the directors and senior management members of the Company may also be invited to attend meetings as observers.

Article 20 When meetings relating to a member of the Nomination Committee are discussed, the member concerned shall recuse themselves.

Article 21 The procedures for convening meetings of the Nomination Committee, voting methods, and the remuneration policies and allocation plans adopted at such meetings must comply with relevant laws, administrative regulations, other regulatory documents, the Hong Kong Listing Rules, the Articles of Association, and these Terms of Reference.

Article 22 Minutes for meetings of the Nomination Committee shall be kept. The draft and final versions of the meeting minutes shall be distributed to all attending committee members within a reasonable time after the meeting. The draft version is for expressing opinions, and the final version is for record purposes. The attending committee members shall sign the meeting minutes. The meeting minutes shall be kept by the secretary of the Board of the Company, and the retention period shall not be less than 10 years while the Company remains in existence.

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

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

CHAPTER 6 ANNUAL SHAREHOLDERS' MEETING

Article 25 The chairman of the Committee is required to attend the annual shareholders' meeting of the Company and be prepared to answer any questions raised by shareholders in relation to the duties of the Nomination Committee.

Article 26 If the chairman of the Committee is unable to attend the annual shareholders' meeting of the Company, he/she must arrange for another committee member to attend the meeting. Such person shall be prepared to answer questions raised by shareholders regarding the work of the Committee at the annual shareholders' meeting.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 27 Unless otherwise specified, the terms used in these Terms of Reference shall have the same meanings as those defined in the Articles of Association.

Article 28 The terms "above" and "within" mentioned herein shall include the given figure; "exceeding" and "less than" shall exclude the given figure.

Article 29 Any matters not covered herein shall be dealt with in accordance with the relevant laws, regulations or regulatory documents (including the listing rules of the place where the Company's shares are listed), as well as the Articles of Association, resolutions of the Company's shareholders' meetings or other relevant rules and regulations; if these Terms of Reference are inconsistent with the provisions of the relevant laws, regulations or regulatory documents (including the listing rules of the place where the Company's shares are listed), and the Articles of Association, the provisions of the relevant laws, regulations or regulatory documents (including the listing rules of the place where the Company's shares are listed) and the Articles of Association shall prevail.

Article 30 The responsibility of formulation, amendment and the power of interpretation of these Terms of Reference resides with the Company's Board of Directors.

Article 31 These Terms of Reference, after being considered and approved by the Board of Directors of the Company, shall take effect from the date of listing and trading of the overseas listed foreign shares (H Shares) on the Stock Exchange of Hong Kong Limited upon initial public offering of the Company.

BASiC Semiconductor Co., Ltd.