



上海復旦微電子集團股份有限公司  
**Shanghai Fudan Microelectronics Group Company Limited\***  
*(a joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 1385)

**IMPLEMENTATION RULES FOR THE STRATEGY AND  
INVESTMENT COMMITTEE OF THE BOARD**

**CHAPTER 1 GENERAL PROVISIONS**

- Article 1 In order to meet the strategic development needs, make decision in a more scientific way and improve corporate governance structure of Shanghai Fudan Microelectronics Group Company Limited (the "Company"), the Board sets up the Strategy and Investment Committee and formulates these implementing rules in accordance with the Company Law of the People's Republic of China, Guidelines for Governance Standards of Listed 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"), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Articles of Association of the Company (the "Articles"), relevant laws, regulations and regulatory documents.
- Article 2 The Strategy and Investment Committee is a special committee of the Board and is mainly responsible for conducting research and providing recommendations on the Company's long-term development strategies and major investment decisions.

**CHAPTER 2 COMPOSITION**

- Article 3 The Strategy and Investment Committee shall consist of three to seven directors, one of which shall be an independent director.
- Article 4 The members of the Strategy and Investment Committee shall be nominated by the Chairman of the Board, or more than half of the independent directors, or one-third of all directors, and is subject to election by the Board.
- Article 5 The Strategy and Investment Committee shall have one convener, who shall be responsible for presiding over the work of the committee. The convener shall be elected by the Board.
- Article 6 The term of office of members of the Strategy and Investment Committee shall be the same as that of directors, renewable upon re-election at its expiry. If any member no longer maintains the position as a director of the Company during his/her term of office, he/she shall automatically disqualify as a member, and the vacancy shall be filled by the Board in accordance with the provisions of Articles 3 to 5 above.
- Article 7 The working group of the Strategy and Investment Committee shall act as the regular administrative body and shall be responsible for daily work communication and organization of meetings. The working group comprises office of the Board and other relevant departments.

### **CHAPTER 3 RESPONSIBILITIES AND AUTHORITIES**

Article 8 The primary responsibilities and authorities of the Strategy and Investment Committee include:

- (1) To conduct research and provide recommendations on the Company's long-term development strategies and major investment decisions;
- (2) to conduct research and provide recommendations on the major investments and financing plans which require the approval of the Board in accordance with the requirements of the Articles;
- (3) to conduct research and provide recommendations on the major capital operation and asset management projects which require the approval of the Board in accordance with the requirements of the Articles;
- (4) to conduct research and provide recommendations on other major issues affecting the Company's development;
- (5) to organize expert assessment meeting in respect of the above matters;
- (6) to inspect the implementation of the above matters;
- (7) to handle other matters as authorized by the Board.

Article 9 The Strategy and Investment Committee shall be accountable to the Board. The proposals of the Committee shall be submitted to the Board for consideration and decision.

### **CHAPTER 4 DECISION-MAKING PROCEDURE**

Article 10 The working group of the Strategy and Investment Committee shall be responsible for the preliminary preparation of the decisions made by the Committee and the major procedures are:

- (1) to gather information from the relevant departments of the Company or its holding (or non wholly-owned) enterprises shall submit information about major investment and financing, working capital, objectives of asset operation projects, preliminary feasibility reports and general information of the cooperating partners;
- (2) to assist relevant departments or enterprises to report to the management for its research and preliminary review and issue a written record on the approval of project, which shall be submitted for record;
- (3) Based on draft resolutions of management, relevant departments or enterprises, make a formal proposal to the Strategy and Investment Committee.

Article 11 The Strategy and Investment Committee shall convene meetings to discuss the proposals submitted by the working group, and may organize project assessment performed by experts. The opinion or assessment and resolutions passed shall be submitted to the Board.

## **CHAPTER 5 PROCEDURAL RULES**

- Article 12 The meetings of the Strategy and Investment Committee shall be convened at least once a year. When proposed by one half or more of its members of the Strategy and Investment Committee, an extraordinary meeting may be convened. Notice of meeting shall be served with 3-day in advance to all members and the meeting shall be chaired by the convener who, if unable to attend the meeting, may appoint another member to chair the meeting.
- Article 13 The quorum of the meetings of the Strategy and Investment Committee shall be two-thirds or more of all its members, each having one vote. Resolutions of the meetings shall be passed by a majority of all members.
- Article 14 Votes may be made by a show of hands or by poll in a Strategy and Investment Committee meeting, while for extraordinary meeting may be held by way of voting by correspondence.
- Article 15 The Strategy and Investment Committee may also invite directors, supervisors and senior management of the Company to present at its meetings if necessary.
- Article 16 The Strategy and Investment Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.
- Article 17 The procedures for convening the meeting of the Strategy and Investment Committee, its voting methods and the resolution to be passed at such meeting must comply with the provisions of relevant laws, regulations, the Articles and these implementation rules.
- Article 18 Minutes shall be taken on all meetings of the Strategy and Investment Committee and signed by each attending member. All meeting minutes shall be kept by the Secretary of the Board for no less than ten years.
- Article 19 The resolutions passed by and voting results of the meeting of the Strategy and Investment Committee shall be reported to the Board in writing.
- Article 20 Members present at such meeting are obliged to keep all matters discussed at such meeting confidential, and shall not disclose any relevant information without authorization.

## **CHAPTER 6 ADDENDUM**

- Article 21 The matters not covered by these implementation rules shall be governed by the relevant laws, regulations, regulatory documents and the Articles.
- Article 22 These implementation rules and amendments shall be implemented from the date of approval by the Board.
- Article 23 These implementation rules shall be construed and interpreted by the Board of the Company.

Shanghai Fudan Microelectronics Group Company Limited\*  
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*\* For identification purpose only*