GigaDevice Semiconductor Inc.
Terms of Reference of the Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 To standardize the procedures for the appointment and election of the Company's directors and senior management members, and to enhance the corporate governance structure, the Company hereby establishes the Nomination Committee of the Board and formulates these Terms of Reference (hereinafter referred to as these Terms) in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the articles of association of GigaDevice Semiconductor Inc. (hereinafter referred to as the "Articles of Association").

Article 2 The Nomination Committee of the Board is a specific working body of the Board and is accountable to the Board.

Chapter 2 Membership

Article 3 The Nomination Committee shall comprise three directors, with independent directors forming the majority, and 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, or more than half of the independent directors, or more than one-third of all directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have one chairperson, who shall be an independent director or the chairman of the Board, and shall be responsible for presiding over the work of the Committee.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. The members may be re-elected upon expiration of their term of office. During the term, if any member ceases to serve as a director of the Company, such member shall automatically lose his/her Committee membership, and the Board shall fill the vacancy in accordance with these Terms.

Chapter 3 Duties and Powers

Article 7 The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management members, screening and reviewing candidates and their qualifications, and making recommendations to the Board on the following matters:

(I) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assisting the Board in preparing a skills matrix, and making recommendations on any proposed adjustments to align with the Company's strategy;

(II) identifying individuals suitably qualified to serve as directors, selecting or recommending to the Board candidates for directorship;

(III) the nomination, appointment, removal or re-appointment of directors, as well as succession planning for directors (particularly the chairman of the Board and the general manager, where applicable);

(IV) the appointment or dismissal of senior management members;

(V) assessing the independence of independent directors;

(VI) supporting the Company in conducting periodic evaluations of the Board's performance;

(VII) other matters as required under laws, administrative regulations, rules of the China Securities Regulatory Commission, securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

Article 8 The candidates for directors and senior management members proposed by the Nomination Committee shall be reviewed and finally determined by the shareholders' meeting or the Board of the Company in accordance with the division of authority stipulated in the Articles of Association.

Article 9 The Nomination Committee shall make public on the website of The Stock Exchange of Hong Kong Limited and the Company its terms of reference, giving an explanation of its role and the powers delegated to it by the Board.

Chapter 4 Decision-making Procedures

Article 10 In accordance with relevant laws and regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association, and in light of the Company's actual circumstances, the Nomination Committee shall study and formulate the selection procedures, qualifications and terms of office of directors and senior management members, and submit its resolutions to the Board for consideration.

Article 11 The nomination of directors and senior management members shall follow the procedures below:

(I) in accordance with the Articles of Association, when the Company needs to elect directors or senior management members, proposals regarding candidates shall be collected from persons with the right to make nominations.

(II) the relevant departments of the Company shall independently gather written materials on the candidates, including basic information, academic qualifications, professional titles, work experience, all part-time positions, and relationships with the Company.

(III) the candidates shall be contacted to obtain their consent to be nominated and the relevant written documents, and candidates shall be required to provide documentation on their basic information, academic qualifications, professional titles, work experience, all part-time positions, and relationships with the Company.

(IV) the Nomination Committee shall review and approve the relevant proposals.

(V) the approved proposals and relevant documents shall be submitted to the Board of the Company for its consideration.

Chapter 5 Rules of Procedure

Article 12 Members of the Nomination Committee have the right to propose convening a meeting. Upon receiving such proposal, the chairperson shall convene the meeting within 10 days and notify all members 5 days prior to the meeting. A meeting may also be convened at any time with the unanimous consent of all members.

Article 13 Meetings of the Nomination Committee shall be presided over by the chairperson. If the chairperson is unable to preside, another independent director serving on the Committee may be entrusted to preside.

Article 14 A meeting of the Nomination Committee shall be held only when more than two-thirds of the members are present. Each member shall have one vote; resolutions adopted at the meeting must be approved by a majority of all members.

Article 15 Voting at meetings of the Nomination Committee may be conducted by a show of hands or by ballot; meetings may also be conducted through telecommunications.

Article 16 The secretary to the Board shall attend meetings of the Nomination Committee, and other directors and senior management members of the Company may be invited to attend when necessary.

Article 17 Members of the Nomination Committee and other attendees shall owe a duty of confidentiality with respect to the matters discussed at the meetings and shall not disclose any relevant information without authorization.

Article 18 Meetings of the Nomination Committee shall be attended in person by the members. If a member is unable to attend for any reason, he/she may appoint another member in writing to attend on his/her behalf. A member who neither attends a meeting nor appoints a representative to attend shall be deemed to have waived the right to vote at that meeting.

Article 19 Where necessary, the Nomination Committee may engage intermediaries to provide professional advice for its decision-making, and the related expenses shall be borne by the Company.

Article 20 The procedures for convening meetings of the Nomination Committee, the voting methods, and the resolutions adopted at the meeting shall comply with relevant laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed, the Articles of Association, and these Terms.

Article 21 Meetings of the Nomination Committee shall have minutes, which shall be signed by the members attending the meeting. The meeting minutes shall be kept by the Office of the Board for a period of no less than 10 years.

Article 22 The resolutions and voting results at the meetings of the Nomination Committee shall be reported to the Board of the Company in written form. If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, the Board resolution shall set out the Committee's views and the specific reasons for not adopting them, and such matters shall be disclosed.

Chapter 6 Supplementary Provisions

Article 23 For the purpose of these Terms, the term "above" includes the given number, while the term "more than" excludes the given number.

Article 24 These Terms shall take effect upon approval by the Board and from the date on which the Company's H shares are listed on The Stock Exchange of Hong Kong Limited.

Article 25 For matters not expressly provided for in these Terms, or if any provision herein conflicts with national laws, administrative regulations, or securities regulatory rules of the place where the shares of the Company are listed, such laws, administrative regulations, and securities regulatory rules of the place where the shares of the Company are listed shall prevail.

Article 26 The power of interpretation of these Terms shall rest with the Board of the Company.

GigaDevice Semiconductor Inc.
May 2025