



Axera Semiconductor Co., Ltd.
愛芯元智半導體股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 600)

PROCEDURES FOR SHAREHOLDERS TO NOMINATE A PERSON FOR ELECTION AS A DIRECTOR

In accordance with the relevant laws and regulations, the articles of association of the Company (the “**Articles of Association**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), shareholders (the “**Shareholders**”) of Axera Semiconductor Co., Ltd. (the “**Company**”) may nominate candidate(s) for election as director(s) of the Company (the “**Director(s)**”) at the then shareholders’ meetings (including annual general meeting and extraordinary shareholders’ meeting) when the Company holds the election of Directors.

1. Shareholders severally or jointly holding more than one percent (1%) of the shares of the Company have the right to submit written proposals on nomination of Directors to the board of Directors (the “**Board**”) ten (10) days before the shareholders’ meeting.
2. Shareholders who nominate a Director shall provide: the nominated candidate’s biographical information; a notice signed by the nominated candidate of his/her willingness to be elected; the nominated candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and the nominated candidate’s written consent to the disclosure of his/her personal data. The Board shall publish the aforesaid relevant information of the Director prior to the shareholders’ meeting for election of Directors.
3. The intention to nominate a candidate for election as a Director together with the materials as mentioned above shall be sent to the Company not less than seven (7) days prior to the date of the shareholders’ meeting, and such notice period shall not be less than seven (7) days. If the Company receives such notice from Shareholders after the publication of the notice of the shareholders’ meeting, in accordance with Rule 2.07C of the Hong Kong Listing Rules, the issuer shall publish an announcement or issue a supplemental circular, which shall include information of the person nominated for election as a Director. The Company shall allow Shareholders at least seven (7) days prior to the date of meeting for election of Directors to consider the relevant information disclosed in the aforesaid announcement or supplementary circular.

The Board shall be responsible for the amendment or interpretation of the policy. Upon consideration and approval by the Board, the policy shall become effective and be implemented from the date on which the H shares publicly issued by the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited. The Company shall publish on its website the procedures for Shareholders to nominate a candidate for election as a Director.