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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Suzhou Novosense Microelectronics Co., Ltd., you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Suzhou Novosense Microelectronics Co., Ltd.

蘇州納芯微電子股份有限公司

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

(Stock code: 2676)

- 1. WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025**
- 2. PROFIT DISTRIBUTION PROPOSAL FOR 2025**
- 3. RE-APPOINTMENT OF DOMESTIC AND
OVERSEAS AUDITING FIRMS FOR 2026**
- 4. APPLICATION TO BANKS FOR INTEGRATED CREDIT FACILITIES
BY THE COMPANY**
- 5. REMUNERATION PLAN OF DIRECTORS FOR 2026**
- 6. UNRECOVERED LOSSES REACHING ONE THIRD OF
THE TOTAL PAID-IN CAPITAL**
- 7. AMENDMENTS ON THE REMUNERATION MANAGEMENT POLICY FOR
DIRECTORS AND SENIOR MANAGEMENT**
- 8. GRANT OF A GENERAL MANDATE TO REPURCHASE
H SHARES OF THE COMPANY
AND
NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING**

All capitalized terms used in this circular shall have the same meanings as those defined in this circular. A notice convening the annual shareholders' meeting (the "ASM") of the Company to be held physically at the Company's Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC at 3:00 p.m. on Tuesday, May 19, 2026 is set out on pages ASM-I to ASM-IV of this circular.

The proxy form for use in connection with the ASM is enclosed herewith. The said proxy form is also published on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company at www.novosns.com.

Any shareholder(s) entitled to attend and vote at the ASM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the ASM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it and sign to the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the ASM or any adjournment thereof (as the case may be) (i.e. before 3:00 p.m. on Monday, May 18, 2026). Completion and return of the proxy form will not preclude you from attending and voting at the ASM or any adjournment hereof should you so wish.

April 27, 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2025 ASM” or “ASM”	the 2025 Annual Shareholders’ Meeting of the Company or any adjournment thereof will be held physically at 3:00 p.m. on Tuesday, May 19, 2026, at the Company’s Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC
“A Share(s)”	domestic ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the STAR Market and traded in Renminbi
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board of Directors
“Board” or “Board of Directors”	the board of Directors of the Company
“CASBE”	the China Accounting Standards for Business Enterprises
“Company”	Suzhou Novosense Microelectronics Co., Ltd. (蘇州納芯微電子股份有限公司), a joint stock company established under the laws of the PRC with limited liability on May 17, 2013, the A Shares of which are listed on the STAR Market (stock code: 688052) and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2676)
“Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holders of H Shares
“HK\$”	Hong Kong dollars, being the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Independent Director(s)”	independent non-executive Director(s)
“Latest Practicable Date”	April 24, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Listing Rules of the STAR Market”	Rules Governing the Listing of Stocks on the STAR Market (上海證券交易所科創板股票上市規則)
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Board to repurchase H Shares on the Stock Exchange of not exceeding 10% of the number of issued H Shares of the Company (excluding any treasury shares) as at the date of passing of the proposed special resolution contained in resolution no. 8 of the ASM Notice
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法)
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the A Shares and the H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“STAR Market”	the Science and Technology Innovation Board of the Shanghai Stock Exchange (上海證券交易所科創板)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

Words importing the singular number shall, where applicable, include the plural number and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa, and references to person(s) shall include references to corporation(s).

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules or any modification thereof, as the case may be.

LETTER FROM THE BOARD



Suzhou Novosense Microelectronics Co., Ltd.

蘇州納芯微電子股份有限公司

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

(Stock code: 2676)

Executive Directors:

Mr. Wang Shengyang
Mr. Sheng Yun
Mr. Wang Yifeng
Mr. Jiang Chaoshang

Non-executive Director:

Mr. Wu Jie

Independent Non-executive Directors:

Dr. Hong Zhiliang
Dr. Chen Xichan
Mr. Wang Ruwei
Ms. Du Linlin

Registered office in the PRC:

No. 9, Dongdangtian Alley
Suzhou Industrial Park
Jiangsu Province
China

***Headquarters and principal place
of business in the PRC:***

No. 9, Dongdangtian Alley
Suzhou Industrial Park
Jiangsu Province
China

***Principal place of business in
Hong Kong:***

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

April 27, 2026

To the Shareholders

Dear Sir or Madam,

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AND
NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING**

LETTER FROM THE BOARD

INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the ASM to be held physically at the Company's Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC at 3:00 p.m. on Tuesday, May 19, 2026.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the ASM as follows:

Resolution 1. Work Report of the Board of Directors for 2025

In accordance with the relevant requirements of the Company Law, the Listing Rules of the STAR Market, and the Articles of Association, the Board of Directors has prepared the Work Report of the Board of Directors for 2025.

The full text of the Work Report of the Board of Directors for 2025 has been disclosed on the website of the Shanghai Stock Exchange.

An ordinary resolution will be proposed at the ASM for Shareholders to consider and approve the Work Report of the Board of Directors for 2025.

Resolution 2. Profit Distribution Proposal for 2025

As audited by Pan-China Certified Public Accountants LLP, under CASBE, as of December 31, 2025, the undistributed profit of the parent company of the Company was a loss of RMB523.5 million, and the Company's net loss attributable to owners of the parent company for 2025 was RMB228.9 million, and the parent company's net loss for 2025 was RMB289.6 million. Taking into full account the Company's profitability, development strategy, development plan and capital needs, and in order to ensure continued, stable and healthy development of the Company and better safeguard the long-term interests of all Shareholders, the Company proposes the following profit distribution proposal for 2025: no profit distribution, no cash dividends, no bonus Shares, and no capital reserve transfer to share capital.

The full text of the Profit Distribution Proposal for 2025 has been disclosed on the website of the Shanghai Stock Exchange.

The aforesaid resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the ASM for consideration and approval as an ordinary resolution.

LETTER FROM THE BOARD

Resolution 3. Re-appointment of Domestic and Overseas Auditing Firms for 2026

The meeting of the Audit Committee held on March 30, 2026 approved the appointment of Pan-China Certified Public Accountants LLP as the Company's domestic (A share) financial and internal control auditor for 2026, and KPMG as the Company's overseas (H share) auditor for 2026, for a term of one year. The audit fees will be determined based on the Company's business scale, the industry in which the Company operates, complexity of accounting treatment, and the number of auditors required for the annual report audit and the workload. The audit fees for 2026 payable by the Company to Pan-China Certified Public Accountants LLP are expected to be RMB1.0 million, and the audit fees for 2026 payable by the Company to KPMG are expected to be RMB2.5 million. The Board of Directors requests the ASM to authorise the Company's management to negotiate and determine the professional fees with the domestic and overseas auditors based on the Company's audit workload and market prices for 2026.

The full text of the Re-appointment of Domestic and Overseas Auditing Firms for 2026 has been disclosed on the website of the Shanghai Stock Exchange.

The aforesaid resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the ASM for consideration and approval as an ordinary resolution.

Resolution 4. Application to Banks for Integrated Credit Facilities by the Company

To meet the operational needs of the Company and its subsidiaries (including controlled subsidiaries within the consolidated financial statements), the Company and its subsidiaries intend to apply to banks and other financial institutions for a comprehensive credit facility totaling no more than RMB2 billion. The validity period of this application for a comprehensive credit facility from banks and other financial institutions shall commence on the date of approval by the ASM and continue until the date of the 2026 ASM. During the term of the credit facility, the credit limit may be used on a revolving basis. To facilitate the application for the aforementioned comprehensive credit facilities from banks and other financial institutions, as well as subsequent related borrowing matters, the Board of Directors propose to the ASM to authorise the Chairman of the Board or his authorised representative to sign legal documents such as contracts, agreements, and certificates related to the credit facilities on behalf of the Company within the aforementioned credit limit and to handle the relevant procedures.

The aforesaid resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the ASM for consideration and approval as an ordinary resolution.

LETTER FROM THE BOARD

Resolution 5. Remuneration Plan of Directors for 2026

The non-executive Director does not receive separate remuneration for the directorship in the Company. Executive Directors receive separate remunerations according to their employment contracts with the Company or its subsidiaries or the remuneration standards set out in the Resolution on the 2026 Remuneration Scheme for the Senior Management of the Company approved by the Board meeting, and do not receive separate remuneration for the directorship. Independent Directors are paid no more than RMB80,000 per year before tax, and the actual remuneration received is subject to authorisation from the ASM for the Board of Directors to determine based on the specific circumstances. Details of the specific plan are set out in Appendix I to this circular.

An ordinary resolution will be proposed at the ASM for the Shareholders to consider and approve the Remuneration Plan of Directors for 2026.

Resolution 6. Unrecovered Losses Reaching One Third of the Total Paid-in Capital

According to the audit, as of December 31, 2025, the Company's undistributed profit in the 2025 consolidated financial statements amounted to a loss of RMB631.0 million, and the Company's total paid-in capital was RMB161.6 million. The Company's unrecovered losses exceeded one-third of its total paid-in capital.

The full text of the unrecovered losses reaching one third of the total paid-in capital has been disclosed on the Shanghai Stock Exchange website.

The aforesaid resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the ASM for consideration and approval as an ordinary resolution.

Resolution 7. Amendments on the Remuneration Management Policy for Directors and Senior Management

In order to further improve the remuneration management policy for the Company's Directors and senior management, establish a scientific and effective incentive and restraint mechanism, fully mobilize the enthusiasm and creativity of Directors and senior management, create better economic benefits for the Company, and promote the Company's sustainable and healthy development, in accordance with the provisions of the Company Law, the Securities Law and other relevant laws and regulations, as well as the Articles of Association of the Company, and in light of the actual situation of the Company, the Company proposes to amend the Remuneration Management Policy for Directors and Senior Management. Details of the amended system are set out in Appendix II to this circular.

The aforesaid resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the ASM for consideration and approval as an ordinary resolution.

LETTER FROM THE BOARD

Resolution 8. Grant of a General Mandate to Repurchase H Shares of the Company

Pursuant to the Articles of Association and the provisions of relevant laws and regulations applicable to A and H shares dual listed companies, to stabilize investors' expectations, protect the interests of the investing public and strengthen investors' confidence in the Company, the Company proposes on 2025 ASM to grant the Repurchase Mandate to the Board by a special resolution to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue (excluding any treasury shares) as at the date of passing of the proposed resolution, and to authorise the Board and/or its delegates, namely the Chairman of the Board and his authorised representatives, to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the repurchase of H Shares pursuant to the Repurchase Mandate and to handle relevant matters. Details of the specific mandate are set out in Appendix IIIA to this circular.

The aforesaid resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the ASM for consideration and approval as a special resolution.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix IIIB to this circular.

The ASM

The ASM is to be held physically at the Company's Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC at 3:00 p.m. on Tuesday, May 19, 2026. The notice of the ASM is set out on pages ASM-I to ASM-IV of this circular. The following shareholders have a conflict of interest regarding Resolution 5, "Remuneration Plan of Directors for 2026," and Resolution 7, "Amendments on the Remuneration Management Policy for Directors and Senior Management," which are proposed for consideration at the Annual Shareholders' Meeting; therefore, they will abstain from voting on these resolutions at the Annual Shareholders' Meeting: Mr. Wang Shengyang, Mr. Sheng Yun, Mr. Wang Yifeng, Mr. Jiang Chaoshang, Suzhou Ruixi Information Consulting Partnership Enterprise (Limited Partnership), Suzhou Naxin No.1 Information Consulting Partnership Enterprise (Limited Partnership), Suzhou Naxin No.2 Information Consulting Partnership Enterprise (Limited Partnership), and Suzhou Naxin No.3 Information Consulting Partnership Enterprise (Limited Partnership). Saved as disclosed above, no Shareholder is required to abstain from voting in relation to the matters to be resolved at the ASM.

The Proxy Form for H Shareholders for the 2025 ASM is enclosed with this circular. Any Shareholder entitled to attend and vote at the ASM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the ASM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the ASM or any adjournment thereof (as the case may be) (i.e. before 3:00 p.m. on Monday, May 18, 2026). Completion and return of the proxy form will not preclude you from attending and voting at the ASM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

Closure of H Share Register of Members

In order to determine the H Shareholders who are entitled to attend and vote at the ASM, the register of members of H Shares of the Company will be closed from May 14, 2026 to May 19, 2026 (both days inclusive), during which period no transfer of shares will be registered. Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on May 13, 2026, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at 2025 ASM. H Shareholders whose names are recorded in the register of members of the Company on May 19, 2026 are entitled to attend and vote at the ASM.

General

The English translation of the appendices to this circular are for Shareholders' reference only. In case there is any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

Voting by Poll

Pursuant to the Listing Rules, all the votes at general meetings must be taken by poll (except where the chairman of the meeting permits a resolution which relates solely to a procedural or administrative matter to be voted on by show of hands). The chairman of ASM shall request each of the resolutions set out in the notice of ASM to be voted on by poll. Results of the poll voting will be published on the Company's website at www.novosns.com and the website of HKExnews at www.hkexnews.hk after the ASM.

RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of ASM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The information contained herein with regard to the Company has been provided by the Directors, and the Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any declaration or statement herein or this circular misleading.

By order of the Board
Suzhou Novosense Microelectronics Co., Ltd.
Mr. Wang Shengyang
Chairman of the Board and Executive Director

**RESOLUTION 5. RESOLUTION IN RELATION TO REMUNERATION PLAN OF
DIRECTORS OF THE COMPANY FOR 2026**

Dear Shareholders and Proxies:

Pursuant to the relevant provisions of the Company Law, the Articles of Association, and the Rules of Procedures of the Remuneration and Appraisal Committee of the Board, and taking into account the Company's annual performance assessment for the year 2025 and other relevant factors, the remuneration plan for the directors of the Company for the year 2026 has been formulated as follows:

1. External Directors (representing the non-independent directors who do not hold any position other than directorship in the Company or its subsidiaries) shall not receive any separate director's remuneration from the Company.
2. Internal Directors (representing the non-independent directors who concurrently hold a position other than directorship in the Company or its subsidiaries, such as concurrently serving as the general manager or deputy general manager of the Company) shall receive remuneration in accordance with the employment contract entered into with the Company or its subsidiaries, or in accordance with the Resolution in Relation to Remuneration Plan of the Senior Management of the Company for 2026 as approved by the Board. No separate director's remuneration shall be payable to them.

Name	Position During the Reporting Period	Director Compensation
Wang Shengyang	Chairman, General Manager	Nil
Sheng Yun	Director, Deputy General Manager, and Head of Research and Development	Nil
Wang Yifeng	Director, Deputy General Manager	Nil
Jiang Chaoshang	Employee Director, Secretary to the Board	Nil

3. Independent directors shall receive remuneration at a rate not exceeding RMB80,000 per annum (pre-tax). The actual remuneration amount to be received shall be determined by the Board based on the specific circumstances of the respective independent directors, subject to the authorization by the General Meeting.

We respectfully request that all shareholders and their proxies consider this matter.

Suzhou Novosense Microelectronics Co., Ltd.**THE REMUNERATION MANAGEMENT POLICY FOR
DIRECTORS AND SENIOR MANAGEMENT****Chapter 1 General Provisions**

Article 1 To further improve the corporate governance structure of Suzhou Novosense Microelectronics Co., Ltd. (hereinafter referred to as the “**Company**”) and to strengthen and standardize the management of compensation for the Company’s directors and senior management (hereinafter referred to as “**Senior Management**”), in accordance with the relevant laws, regulations, and normative documents such as the “Company Law of the People’s Republic of China,” the “Guidelines for Corporate Governance of Listed Companies,” the “Measures for the Administration of Independent Directors of Listed Companies,” and the provisions of the “Articles of Association of Suzhou Novosense Microelectronics Co., Ltd.” (hereinafter referred to as the “**Articles of Association**”) and the “Terms of Reference of the Remuneration and Appraisal Committee under the Board of Directors of Suzhou Novosense Microelectronics Co., Ltd.,” and in light of the Company’s actual circumstances, and formulates this system.

Chapter 2 Applicable Targets

Article 2 The applicable targets of this system specifically includes the following persons:

(1) All members of the Board of the Company, including independent directors and non-independent directors;

(2) All senior management serving in the Company, including the General Manager, Deputy General Managers, the Secretary to the Board, the Chief Financial Officer, and any other senior management personnel specified in the Articles of Association (if any).

Chapter 3 The Remuneration Management Policy

Article 3 The remuneration management for the Company’s directors and senior management shall adhere to the following principles:

(1) Principle of Alignment with the Company’s Long-Term Interests: The remuneration shall be consistent with the Company’s goals for sustained and healthy development, combining short-term and long-term incentives to prevent short-termism and promote the Company’s sustainable development;

(2) Principle of Alignment of Responsibilities, Authority, and Benefits: Basic salary standards shall be determined based on factors such as job position, work performance, level of contribution, and the scope of responsibilities and authority;

(3) Performance-Linked Principle: Annual remuneration shall be linked to the fulfillment of individual job responsibilities and objectives, and shall be integrated with the Company's operating performance, annual evaluation results, and compliance with behavioral standards;

(4) Competitiveness Principle: Emphasis shall be placed on market-based compensation; a reasonable salary structure and ratio shall be established to maintain the attractiveness of the Company's compensation and its competitiveness in the market, thereby facilitating the Company's ability to attract talent.

Chapter 4 Remuneration Management Bodies

Article 4 The remuneration management plan for the Company's directors and senior management shall be formulated by the Remuneration and Appraisal Committee of the Board (hereinafter referred to as the "**Remuneration and Appraisal Committee**"), which shall specify the basis for determining remuneration and its specific components. The remuneration management plan for directors shall be decided by the General Meeting and disclosed. When the Board or the Remuneration and Appraisal Committee evaluates an individual director or discusses his or her compensation, that director shall recuse himself or herself.

The remuneration plan for senior management shall be approved by the Board, explained to the General Meeting, and fully disclosed.

In the event of a loss incurred by the Company, a special explanation shall be provided at each stage of the deliberation on directors' and senior management's compensation to clarify whether changes in such compensation comply with performance-linked requirements.

The Remuneration and Appraisal Committee of the Board of the Company is responsible for organizing performance evaluations of directors and senior management; where necessary, the Company may entrust a third party to conduct such evaluations. The performance evaluation of independent directors shall be conducted through methods such as self-evaluation and peer evaluation.

Article 5 The Company's Human Resources Department is responsible for coordinating with relevant departments to carry out the daily work related to the remuneration and performance evaluation of senior executives, and for implementing the relevant decisions of the Board and the Remuneration and Appraisal Committee.

The Company's Human Resources Department, Finance Department, and other relevant departments shall cooperate with the Remuneration and Appraisal Committee in the specific implementation of performance evaluations for directors and senior management.

**Chapter 5: Determination Mechanism for Total Amount of Salary,
and Structure and Standards of the Remuneration**

Article 6 The Company may determine the total amount of salary of the previous year as a baseline and determine the total remuneration for directors and senior management for the current year based on operating revenue targets and performance. The Company shall reasonably determine the remuneration allocation ratios for directors, senior management, and general employees by taking into account factors such as industry standards, development strategies, and job value. It shall promote a remuneration distribution that prioritizes key positions, front-line production staff, and high-level, highly skilled talent in short supply, thereby facilitating an increase in the remuneration levels of general employees.

Article 7 The remuneration structure for the Company's directors and senior management is as follows:

(1) Independent Directors: The remuneration for the Company's independent directors shall be implemented through an allowance system, with the allowance standards determined by the General Meeting. Except for the aforementioned allowances, independent directors shall not receive any other benefits from the Company, its major shareholders, actual controllers, or entities and individuals with whom they have a conflict of interest. Reasonable expenses incurred by the Company's independent directors in the performance of their duties shall be borne by the Company.

(2) Non-Independent Directors: Non-independent directors serving in the Company refer to directors who have signed engagement contracts with the Company, serve as heads of specific business units and are responsible for managing related affairs, as well as directors who concurrently serve as the Company's General Manager or other senior management personnel. Their remuneration standards and performance evaluations shall be based on the compensation standards for their full-time positions or senior management positions, and they shall not receive separate director compensation or allowances; Non-independent directors who do not hold other positions within the Company shall not receive additional remuneration or allowances solely for serving as directors.

(3) Employee Representative Directors: Employee representative directors of the Company are elected by the Employee Representative Assembly. Their remuneration consists of position-based compensation, and they are subject to performance evaluations by the Company's management; they shall not receive separate director allowances.

(4) Senior Management: The remuneration of the Company's senior management is determined through a comprehensive evaluation based on the specific management roles they hold within the Company, their actual work performance, and the Company's annual operating results.

Article 8 The remuneration of the Company’s directors and senior management shall consist of basic salary, performance-based remuneration, and medium- to long-term incentive income, among other components; in principle, performance-based remuneration shall account for no less than fifty percent of the total amount of basic salary and performance-based remuneration.

The compensation of the Company’s directors and senior management shall be commensurate with market trends, aligned with the Company’s operating performance and individual performance, and consistent with the Company’s sustainable development.

Article 9 The determination and payment of performance-based compensation and medium- to long-term incentive income for the Company’s directors and senior management shall be based primarily on performance evaluations.

The Company shall stipulate that a certain proportion of the performance-based compensation for directors and senior management be paid after disclosure in the annual report and following performance evaluation; such performance evaluation shall be conducted based on audited financial data.

Article 10 The annual compensation of directors and senior management covered by this system shall be disclosed in the annual report in accordance with the relevant requirements of the China Securities Regulatory Commission (hereinafter referred to the “CSRC”) and the Shanghai Stock Exchange (hereinafter referred to the “SSE”).

Chapter 6: Payment and Management of Remuneration

Article 11 Allowances for the Company’s independent directors shall be paid quarterly via bank transfer.

Article 12 Compensation for the Company’s non-independent directors and senior management shall be paid in accordance with the Company’s relevant salary regulations.

Article 13 All remuneration paid by the Company is a pre-tax amount. The Company shall deduct the following items from salaries and bonuses in accordance with relevant national and Company regulations, and the remaining amount shall be paid to the individual. Items subject to withholding and remittance by the Company include, but are not limited to, the following:

- (1) Withholding and remittance of individual income tax;
- (2) The portion of various social insurance premiums and other fees borne by the individual;
- (3) Other amounts specified by national or Company regulations that are to be borne by the individual.

Article 14 If a director or senior management leaves office due to a change in term, re-election, resignation during the term, or other reasons, allowances or compensation shall be calculated based on their actual term of service and actual performance and paid accordingly.

Article 15 Compensation provisions regarding the early termination of the employment of directors or senior executives set forth in the Articles of Association of the Company or relevant contracts shall comply with the principle of fairness, shall not prejudice the Company's legitimate rights and interests, and shall not constitute a transfer of benefits.

Chapter 7 Adjustments to Remuneration

Article 16 The Remuneration system shall serve the Company's business strategy and shall be adjusted accordingly in response to changes in the Company's operating conditions to meet the needs of the Company's further development.

Article 17 In the event of significant changes in the business environment or external conditions, the incentive and performance criteria may be modified and compensation standards adjusted on an ad hoc basis upon the recommendation of the Remuneration and Appraisal Committee.

Article 18 If the Company shifts from a profit to a loss or experiences an expansion of losses compared to the previous accounting year, and the average performance-based compensation for directors and senior executives has not decreased accordingly, the reasons for this shall be disclosed.

Chapter 8 Retrospective Accountability and suspension of payment and recovery

Article 19 If an evaluated individual commits a violation, disciplinary offense, or is subject to significant accountability measures during the evaluation year, retrospective accountability shall be applied.

Article 20 If the Company restates its financial reports due to misstatements such as financial fraud, the Remuneration and Appraisal Committee of the Board shall promptly re-evaluate the performance-based compensation and medium- to long-term incentive income of directors and senior management and recover any excess amounts paid accordingly.

Article 21 If a director or senior management of the Company breaches their duties and causes losses to the Company, or is at fault for illegal or non-compliant acts such as financial fraud, misappropriation of funds, or unauthorized guarantees, the Company shall, depending on the severity of the circumstances, reduce or suspend the payment of any unpaid performance-based compensation and medium- to long-term incentive income, and recover all or part of the performance-based compensation and medium- to long-term incentive income already paid during the period in which the relevant conduct occurred.

Chapter 9 Supplementary Provisions

Article 22 The salaries and benefits of non-independent directors and senior management receiving remuneration from the Company during periods of personal leave, sick leave, work-related injury leave, or on-the-job training shall be governed by the Company's relevant policies.

Article 23 Matters not covered by this system shall be governed by relevant national laws, regulations, normative documents, the Articles of Association, and other applicable provisions. In the event of any inconsistency between this system and relevant national laws, regulations, normative documents, or the Articles of Association, the provisions of the relevant national laws, regulations, normative documents, and the Articles of Association shall prevail.

Article 24 This system shall be interpreted and amended by the Board of the Company. It shall take effect upon approval by the Company's General Meeting; the same applies to any amendments, which shall be applied retroactively to January 1, 2026.

To stabilize investors' expectations, protect the interests of the investing public and strengthen investors' confidence in the Company, taking into account its own financial and operating conditions, the Company plans to adopt the form of repurchasing part of the Company's H Shares. Therefore, the Board of the Company requests the general meeting to approve and authorise the Board and/or its delegates, namely the Chairman of the Board and his authorised representatives (unless otherwise provided by relevant laws and regulations regarding the delegation of authority), to handle all matters relating to the repurchase of part of the H Shares at their absolute discretion. The specific mandate is as follows:

1. Approve the Board to exercise all the rights of the Company to repurchase the issued H Shares listed on the Stock Exchange with a nominal value of RMB1.00 each during the Relevant Period in accordance with all applicable laws, regulations, rules and/or requirements of the relevant PRC government or regulatory authorities, The Stock Exchange of Hong Kong Limited or any other government or regulatory authorities (as amended from time to time).
2. Authorise the Board to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue as at the date of passing of the proposed resolution (excluding any treasury shares) during the Relevant Period, provided that the repurchase price on any repurchase date shall not be equal to or higher than 105% of the average closing price of H Shares traded on the Hong Kong Stock Exchange for the five trading days preceding such repurchase date.
3. The Repurchase Mandate shall include but not be limited to:
 - (1) Formulating and implementing a specific repurchase plan, including but not limited to determining the timing and duration of the repurchase, the number of H Shares to be repurchased and the repurchase price;
 - (2) Opening overseas stock accounts and handling relevant foreign exchange change registration;
 - (3) Performing the relevant approval and filing procedures (if any) as may be required by the relevant regulatory authorities and the Hong Kong Stock Exchange;
 - (4) Handling relevant matters related to the cancellation of repurchased shares and the reduction of issued share capital, making amendments to the Articles of Association as it thinks fit, and handling relevant statutory registration and filing procedures in and outside the PRC;
 - (5) Executing, performing, signing and taking all such documents, actions, matters and steps as the Board considers appropriate, necessary or expedient in connection with and to give effect to the proposed repurchase of H Shares in accordance with relevant laws, regulations and rules.

4. The “Relevant Period” referred to in this resolution means the period from the date of consideration and approval of this resolution at the general meeting until the earliest of:
- (1) the conclusion of the first annual shareholders’ meeting following the passing of this resolution; and
 - (2) the date on which the mandate granted under this resolution is revoked or varied by a special resolution of the shareholders at a general meeting.

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the ASM for the granting of the Repurchase Mandate.

1. TOTAL NUMBER OF H SHARES

As at the Latest Practicable Date, the Company had 20,095,000 H Shares in issue.

The full exercise of the Repurchase Mandate (on the basis of 20,095,000 H Shares in issue as at the Latest Practicable Date, and assuming no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the ASM) would result in the maximum of 2,009,500 H Shares being repurchased by the Company during the proposed repurchase period, being the maximum of 10% of the total H Shares in issue (excluding any treasury shares) as at the date of passing the relevant special resolution.

2. REASONS FOR THE PROPOSED REPURCHASE

The Company plans to adopt the Repurchase Mandate to stabilize investors' expectations, protect the interests of the investing public and strengthen investors' confidence in the Company, taking into account its own financial and operating conditions.

3. FUNDING OF THE PROPOSED REPURCHASE

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

4. MARKET PRICES OF H SHARES

The highest and lowest prices per H Share at which the H Shares have traded on the Stock Exchange during the period from December 8, 2025 (the date on which the H Shares were listed on the Stock Exchange) to the Latest Practicable Date were as follows:

Month	H Shares highest price (HKD)	H Shares lowest price (HKD)
December 2025	119.8	104.1
January 2026	167.9	115.1
February 2026	151.5	130.0
March 2026	141.9	111.1
April 2026 (up to the Latest Practicable Date)	163.0	116.0

5. TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences of such repurchases of H Shares which would result in any Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

6. REPURCHASE OF H SHARES MADE BY THE COMPANY

The Company had not repurchased any H Shares (whether on the Stock Exchange or otherwise) from December 8, 2025 (the date of listing of H Shares on the Stock Exchange) up to and including the Latest Practicable Date.

7. GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company (as compared with those disclosed in the audited consolidated accounts as set out in the annual report of the Company for the year ended December 31, 2025) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period as permitted by laws and regulations. In addition, the Board will not exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company in the opinion of the Board.

The Board and relevant authorised persons will determine the number of H Shares to be repurchased, as well as the price and other terms for the repurchase of H Shares in accordance with relevant laws and regulations and the volatility and changes in the capital market and the stock price of the H Shares, in the best interests of the Company and the Shareholders as a whole.

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company.

The Board will exercise the power of the Company to make repurchase of H Shares prudently pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Listing Rules prohibit a company from repurchasing its own shares on the Stock Exchange if the repurchase would result in the number of listed shares which are in the hands of the public falling below the applicable prescribed minimum threshold under the Listing Rules. In addition, the Board will not repurchase any H Shares if such repurchase would result in non-compliance with the public float requirement pursuant to Rule 19A.13A(2) of the Listing Rules.

Neither the explanatory statement nor the proposed repurchase of H Shares has any unusual features.

Subject to the applicable requirements under the Listing Rules, the Company intends to cancel the repurchased H Shares following settlement of any such repurchase and/or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases. Subject to the Company's actual needs, the repurchased H Shares may also be used for employee share ownership plans or equity incentive schemes, or for the conversion of corporate bonds issued by the Company that are convertible into shares, with the relevant approval procedures to be duly performed.

NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

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Suzhou Novosense Microelectronics Co., Ltd.

蘇州納芯微電子股份有限公司

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

(Stock code: 2676)

NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual shareholders' meeting (the "ASM") of Suzhou Novosense Microelectronics Co., Ltd. (the "**Company**") will be held physically at 3:00 p.m. on Tuesday, May 19, 2026, at the Company's Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC to consider, approve and authorise the following matters:

ORDINARY RESOLUTIONS

1. To consider and approve the Resolution on the Work Report of the Board of Directors for 2025;
2. To consider and approve the Resolution on the Profit Distribution Proposal for 2025;
3. To consider and approve the Resolution on the Re-appointment of Domestic and Overseas Auditing Firms for 2026;
4. To consider and approve the Resolution on the Application to Banks for Integrated Credit Facilities by the Company;
5. To consider and approve the Resolution on the Remuneration Plan of Directors for 2026;
6. To consider and approve the Resolution on Unrecovered Losses Reaching One Third of the Total Paid-in Capital;
7. To consider and approve the Resolution on the Amendments on the Remuneration Management Policy for Directors and Senior Management; and

NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

SPECIAL RESOLUTION

8. To consider and approve the Resolution on the Grant of a General Mandate to Repurchase H Shares of the Company.
- (a) Approve the Board to exercise all the rights of the Company to repurchase the issued H Shares listed on the Stock Exchange with a nominal value of RMB1.00 each during the Relevant Period in accordance with all applicable laws, regulations, rules and/or requirements of the relevant PRC government or regulatory authorities, The Stock Exchange of Hong Kong Limited or any other government or regulatory authorities (as amended from time to time).
 - (b) Authorise the Board to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue as at the date of passing of the proposed resolution (excluding any treasury shares) during the Relevant Period, provided that the repurchase price on any repurchase date shall not be equal to or higher than 105% of the average closing price of H Shares traded on the Hong Kong Stock Exchange for the five trading days preceding such repurchase date.
 - (c) The Repurchase Mandate shall include but not be limited to:
 - (1) Formulating and implementing a specific repurchase plan, including but not limited to determining the timing and duration of the repurchase, the number of H Shares to be repurchased and the repurchase price;
 - (2) Opening overseas stock accounts and handling relevant foreign exchange change registration;
 - (3) Performing the relevant approval and filing procedures (if any) as may be required by the relevant regulatory authorities and the Hong Kong Stock Exchange;
 - (4) Handling relevant matters related to the cancellation of repurchased shares and the reduction of issued share capital, making amendments to the Articles of Association as it thinks fit, and handling relevant statutory registration and filing procedures in and outside the PRC;
 - (5) Executing, performing, signing and taking all such documents, actions, matters and steps as the Board considers appropriate, necessary or expedient in connection with and to give effect to the proposed repurchase of H Shares in accordance with relevant laws, regulations and rules.

NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

- (d) The “Relevant Period” referred to in this resolution means the period from the date of consideration and approval of this resolution at the general meeting until the earliest of:
- (1) the conclusion of the first annual shareholders’ meeting following the passing of this resolution; and
 - (2) the date on which the mandate granted under this resolution is revoked or varied by a special resolution of the shareholders at a general meeting.

By order of the Board
Suzhou Novosense Microelectronics Co., Ltd.
Mr. Wang Shengyang
Chairman of the Board and Executive Director

Hong Kong
April 27, 2026

Notes:

- (A) The Company’s register of members of H Shares will be closed from Thursday, May 14, 2026 to Tuesday, May 19, 2026 (both days inclusive), during such period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share register of members on Tuesday, May 19, 2026 (being the record date) will be entitled to attend and vote at the ASM. In order to be qualified for attending and voting at the ASM, all documents on transfers of H Shares must be lodged with the registrar of H Shares of the Company no later than 4:30 p.m. on Wednesday, May 13, 2026.

The address of the Registrar of H Shares is:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen’s Road East, Wan Chai
Hong Kong

- (B) Details of the correspondence address of the Company are as follows:

No. 9, Dongdangtian Alley
Suzhou Industrial Park
Jiangsu Province
China
Tel: (86) 512-62601802-823

NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

- (C) Holders of H Shares who have the right to attend and vote at the ASM are entitled to appoint one or more proxies (whether or not a member) in writing to attend and vote on their behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls. Shareholders or their proxies attending the ASM shall produce their identity documents.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his/her attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation instrument that authorises such signatory shall be notarised.
- (E) To be valid, the proxy form (and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited at the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the ASM (i.e., no later than 3:00 p.m. on Monday, May 18, 2026, Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (F) If a proxy is appointed to attend the ASM on behalf of a Shareholder, the proxy must indicate its identification document and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person Shareholders, such legal representative must show its own identification document and valid document to identify its identity as legal representative. If a legal person Shareholder appoints a company's representative other than its legal representative to attend the ASM, such representative must show its own identification document and the authorisation instrument bearing the company chop of the legal person Shareholder and duly signed by its legal representative.
- (G) Completion and delivery of the proxy form will not preclude a holder of H Shares from attending and voting in person at the ASM if he/she so wishes.
- (H) H Shareholders or their agents attending 2025 ASM must show their own identification documents.
- (I) The ASM is expected to last for a half day, and H Shareholders attending the ASM will be responsible for their own travelling and accommodation expenses.
- (J) 2025 ASM will be voted on by poll. Results of the poll voting will be published on HKExnews' website (www.hkexnews.hk) and the Company's website (www.novosns.com).

CLOSURE OF REGISTER OF H SHARE MEMBERS

In order to determine the H Shareholders who are entitled to attend and vote at the ASM, the register of members of H Shares of the Company will be closed from May 14, 2026 to May 19, 2026 (both days inclusive), during which period no transfer of shares will be registered. Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on May 13, 2026, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at 2025 ASM. H Shareholders whose names are recorded in the register of members of the Company on May 19, 2026 are entitled to attend and vote at the ASM.

As of the date of this notice, the Directors are: (i) Mr. Wang Shengyang, Mr. Sheng Yun, Mr. Wang Yifeng and Mr. Jiang Chaoshang as executive Directors, (ii) Mr. Wu Jie as non-executive Director, and (iii) Dr. Hong Zhiliang, Dr. Chen Xichan, Mr. Wang Ruwei and Ms. Du Linlin as independent non-executive Directors.