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

(A company incorporated in the People's Republic of China with limited liability)
(Stock Code: 600)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**” or “**AGM**”) of Axera Semiconductor Co., Ltd. (the “**Company**”) will be convened and held at Conference Room, 1st Floor, Zhanxiang Center, No. 505 Zhangjiang Road, Pudong New Area, Shanghai, PRC, on June 26, 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2025.
2. To consider and approve the resolution on the annual report of the Company for the year ended 31 December 2025.
3. To consider and approve the resolution on the re-appointment of KPMG as the auditor of the Company and to authorise the Board to determine its remuneration.
4. To consider and approve the resolution on the remuneration plan for executive Directors for the year 2026.
5. To consider and approve the resolution on the remuneration plan for non-executive Directors for the year 2026.
6. To consider and approve the resolution on the remuneration plan for independent non-executive Directors for the year 2026.

SPECIAL RESOLUTIONS

1. To consider and approve the proposal regarding the grant of a general mandate to the Board to allot, issue and/or deal with (including any sale or transfer of Treasury Shares, if permitted under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue (excluding Treasury Shares), and to authorise the Board to make such amendments as it deems appropriate to the provisions of the articles of association of the Company, so as to reflect the new capital structure upon additional allotment and issuance of shares pursuant to such mandate. Details of the resolution are set out in the circular of the Company.

2. To consider and, if thought fit, to approve the following general mandate for the Board and the persons authorised by the Board to repurchase shares of the Company:

(a) the Board be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to repurchase shares of the Company not exceeding 10% of the total number of shares of the Company in issue (excluding Treasury Shares) at the time when this resolution is passed at the Annual General Meeting.

(b) the Board be authorised to (including but not limited to the following):

(i) formulate and implement the repurchase plan, including but not limited to determining the time of repurchase, period of repurchase, repurchase price and number of shares to repurchase, etc.;

(ii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;

(iii) decide to cancel the bought shares or hold them as treasury shares based on market conditions and the Group's capital management needs at the time of the repurchase;

(iv) if decide to cancel the bought back shares, carry out cancellation procedures for bought back shares not held by the Company as treasury shares, make corresponding amendments to the articles of association of the Company as it deems appropriate necessary relating to, among others, share capital and shareholdings, and carry out modification registrations and make filings; and

(v) carry out relevant procedures or filing procedures (if any) pursuant to the applicable laws, regulations and rules.

(c) Authorisation period

The period of above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution of shareholders at the Annual General Meeting and ends at the earlier of:

(i) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution;

(ii) the expiration of a period of twelve months following the passing of this special resolution at the Annual General Meeting; or

(iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of shareholders at a general meeting.

3. To consider and approve the resolution on the proposed adoption of the H Share Option Scheme.

4. To consider and approve the resolution on the proposed adoption of the H Share Award Scheme.

5. To consider and approve the resolution on the proposed authorisation to the Board and/or the Delegate(s) to handle matters in relation to the H Share Option Scheme.
6. To consider and approve the resolution on the proposed authorisation to the Board and/or the Delegate(s) to handle matters in relation to the H Share Award Scheme.

By Order of the Board
Axera Semiconductor Co., Ltd.
(愛芯元智半導體股份有限公司)

Dr. QIU Xiaoxin
Chairperson of the Board and Executive Director

Hong Kong, June 4, 2026

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.axera-tech.com) in accordance with the Listing Rules.
2. All shareholders of the Company are eligible for attending the Annual General Meeting. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the Annual General Meeting and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to, the Company's Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting at the Annual General Meeting or any adjourned meeting thereof should he/she so wish.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from June 23, 2026 to June 26, 2026, both days inclusive, during which period no transfer of shares will be registered. The record date will be June 26, 2026. In order to qualify for attending and voting at the Annual General Meeting, holders of shares of the Company whose transfer documents have not been registered are required to submit the share certificates together with the properly completed share transfer forms to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on June 22, 2026.
5. The instrument appointing the proxy must be in writing and signed by the appointor or his/her attorney duly authorised in writing, or if the appointer is a legal person, either under a legal person's seal or signed by its director or an attorney duly authorised in writing.
6. The Annual General Meeting (or any adjournment thereof) is expected to take no more than half a day. Shareholders of the Company or their proxies attending the Annual General Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses.
7. Further details of the resolutions are set out in the circular of the Company dated June 4, 2026. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.
8. References to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board comprises: (i) Dr. QIU Xiaoxin, Mr. SUN Weifeng, Mr. SHI Xiaoye and Mr. WANG Yuan as executive Directors; (ii) Mr. ZHOU Siyuan, Mr. GU Kaining, Ms. BAI Ting and Mr. WANG Chen as non-executive Directors; and (iii) Ms. TAN Ren, Mr. LI Jun, Mr. WANG Xin and Prof. CHEN Xin as independent non-executive Directors.