



**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)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (THE “MEETING”)  
 TO BE HELD ON FRIDAY, JUNE 26, 2026**

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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I/We<sup>(Note 2)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the shareholder(s) in the share capital of Axera Semiconductor Co., Ltd. (the “**Company**”), hereby appoint<sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at Conference Room, 1st Floor, Zhanxiang Center, No. 505 Zhangjiang Road, Pudong New Area, Shanghai, PRC, on Friday, June 26, 2026 at 10:00 a.m. and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an “✓” in the appropriate boxes.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	To consider and approve the resolutions on the report of the board (the “ <b>Board</b> ”) of directors (the “ <b>Directors</b> ”) of the Company for the year ended 31 December 2025.			
2.	To consider and approve the resolutions on the annual report of the Company for the year ended 31 December 2025.			
3.	To consider and approve the resolutions 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 resolutions on the remuneration plan for executive Directors for the year 2026.			
5.	To consider and approve the resolutions on the remuneration plan for non-executive Directors for the year 2026.			
6.	To consider and approve the resolutions on the remuneration plan for independent non-executive Directors for the year 2026.			
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
7.	To consider and approve the resolution for the grant of a general mandate to issue H Shares.			
8.	To consider and approve the resolution for the grant of a general mandate to repurchase H Shares.			
9.	To consider and approve the resolution on the proposed adoption of the H Share Option Scheme.			
10.	To consider and approve the resolution on the proposed adoption of the H Share Award Scheme.			
11.	To consider and approve the resolution on the proposed authorisation to the Board and/or the Delegatee(s) to handle matters in relation to the H Share Option Scheme.			
12.	To consider and approve the resolution on the proposed authorisation to the Board and/or the Delegatee(s) to handle matters in relation to the H Share Award Scheme.			

Date: \_\_\_\_\_

Signature<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the number of shares and the class of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the shares of the company registered in your names.
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint registered shareholders should be stated.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE ABSTENTION ON A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “ABSTAIN”.**  
  
If no direction is given, your proxy may either vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
6. Any abstention vote or waiver of voting shall be deemed as “abstain”. Blank, wrong, illegible or uncast votes shall be deemed as the voters’ waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as “abstain”. The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.
7. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. To be valid, this form of proxy together with the notarized power of attorney or other authorization document (if any) must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM. Completion and return of this form of proxy will not preclude a shareholder from attending and voting in person at the Meeting and any adjournment thereof if he/she so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Reference to dates and time in this form of proxy are to Hong Kong dates and time.
10. Shareholders or their proxies attending the Meeting (and any adjournment thereof) shall produce their identity documents.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the extraordinary general meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.