NOVOSENSE
纳芯微电子

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) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS; (2) RETIREMENT OF DIRECTORS; (3) CHANGE OF REGISTERED CAPITAL; AND (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

The board (the "**Board**") of directors (the "**Director(s)**") of Suzhou Novosense Microelectronics Co., Ltd. (the "**Company**") announces that the term of office of the current third session of the members of the Board has expired on the date of this announcement and the Company has completed the nomination process of the Directors of the fourth session of the Board (the "**Proposed Director(s)**"). The Board has proposed the following re-election and election arrangement for the fourth session of the Board:

The Board proposes the re-election of the following current Directors:

(i) Mr. Wang Shengyang, Mr. Sheng Yun and Mr. Wang Yifeng, each being current executive Directors, to be re-elected as executive Directors of the fourth session of the Board;

(ii) Mr. Wu Jie, being a current non-executive Director, to be re-elected as a non-executive Director of the fourth session of the Board; and

(iii) Ms. Du Linlin, being a current independent non-executive Director, to be re-elected as an independent non-executive Director of the fourth session of the Board.

Please refer to the section headed “Directors and Senior Management” of the Company’s 2025 Annual Report dated April 28, 2026 for their profiles.

As of the date of this announcement, each of Mr. Wang Shengyang, Mr. Sheng Yun and Mr. Wang Yifeng is interested in 44,336,080 A shares of the Company. Please refer to the Company’s 2025 Annual Report for details of their shareholdings in the Company.

Meanwhile, the Board proposes the election of Mr. Zhang Shuai as a non-executive Director of the fourth session of the Board and Dr. Zhang Limin and Dr. Leng Qunwen as independent non-executive Directors of the fourth session of the Board. The profiles of Mr. Zhang Shuai, Dr. Zhang Limin and Dr. Leng Qunwen are set out below.

Mr. Zhang Shuai, aged 40, currently serves as a non-executive director of Sai Microelectronics Inc. (SZSE: 300456) and Empyrean Technology Co., Ltd. (SZSE: 301269). Mr. Zhang previously served as a staff member of the organizing committee for the 29th Olympic Games from October 2007 to October 2008, and a staff and a deputy division director at the China Development Bank from October 2008 to August 2020. He has served successively as a deputy general manager of the investment division I and a general manager of the business division II at SINO-IC Capital Ltd since August 2020. Mr. Zhang also served as a non-executive director of Telink Semiconductor (Shanghai) Co., Ltd. (SSE: 688591), GigaDevice Semiconductor Inc. (SSE: 603986), Rockchip Electronics Co., Ltd. (SSE: 603893), Suzhou Centec Communications Co., Ltd. (SSE: 688702), Smarter Microelectronics (Guangzhou) Co., Ltd. (SSE: 688512) and BIWIN Storage Technology Co., Ltd. (SSE: 688525). Mr. Zhang obtained his bachelor’s degree in electronic information engineering from Beihang University and master’s degree in microelectronic systems design from the University of Southampton.

Dr. Zhang Limin, aged 61, currently serves as a professor at Soochow University where he has served successively as an assistant lecturer, lecturer, associate professor and professor since July 1986. He has also served as a part-time lawyer at Beijing Dacheng Law Offices Suzhou Branch since September 2022. Dr. Zhang previously served as a visiting researcher at Kwansei Gakuin University from April 1997 to April 1998, a visiting scholar at Fordham University from February 2003 to October 2003 and a part-time lawyer at Suzhou Dongwu Law Firm. Dr. Zhang obtained his bachelor’s degree in law from Southwest University of Political Science and Law and his master’s and doctoral degrees in law from Soochow University.

Dr. Leng Qunwen, aged 63, currently serves as a professor and strategic scientist at Yangtze Delta Region Academy of Beijing Institute of Technology, Jiaxing since May 2024. Dr. Leng previously served as a visiting scholar at the Max Planck Institute of Microstructure Physics, a postdoctoral fellow at The University of Alabama, a thin-film materials engineer at TDK Corporation, a process engineer and a principal engineer of advanced materials process development at Read-Rite Corporation, a chief engineer at Gigabit Optics Inc., a R&D director at Western Digital Corporation, and a deputy general manager at Goertek Microelectronics Co., Ltd. Dr. Leng obtained his bachelor's degree in physics from Tsinghua University, his master's degree in condensed matter physics from the Institute of Physics, Chinese Academy of Sciences, and his PhD in physics from The University of Cologne.

The above-mentioned candidates for independent non-executive Directors have each confirmed (i) their independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); (ii) that they have no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect their independence at the time of being nominated as independent non-executive Directors.

Saved as disclosed in this announcement and the Company's 2025 Annual Report, none of the Proposed Directors (i) has held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas , or any position with the Company or other members of the Group in the last three years or has any other major appointments or professional qualifications; (ii) has any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iii) has any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Saved as disclosed in this announcement and the Company's 2025 Annual Report, there is no other information relating to the Proposed Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") and the Hong Kong Stock Exchange.

The appointment of the Proposed Directors will be subject to the approval by the Shareholders at the third extraordinary Shareholders' meeting of 2026 of the Company to be held on August 6, 2026 (the "**ESM**"). Pursuant to the articles of association (the "**Articles of Association**") of the Company, a staff representative director (the "**Staff Representative Director**") will be elected at the Company's staff representatives meeting, and the Staff Representative Director will join the Proposed Directors to form the fourth session of the Board. In accordance with the Articles of Association, the term of office of each Proposed Director and the Staff Representative Director shall be three years, and their terms will be effective from the date when each of the resolutions in relation to their appointment is passed until the expiration of the term of office of the fourth session of the Board All the original members of the third session of the Board continue to perform their duties before the appointment of the members of the fourth session of the Board. Upon obtaining the approval of such resolutions from the Shareholders at the ESM and from the Company's staff at the staff representative meeting, the Company will respectively enter into the relevant service contracts with each Director. The Board, after obtaining the authorization at the ESM, will determine the remuneration of each Director with reference to factors including their duties and responsibilities within the Company, their experience and the current market conditions.

RETIREMENT OF DIRECTORS

Pursuant to relevant requirements of the China Securities Regulatory Commission and the Shanghai Stock Exchange, the appointment of an independent non-executive Director shall be subject to a maximum term of six years. In view of the aforesaid restriction on the appointment of an independent non-executive Director for a term of six years, Dr. Hong Zhiliang, Dr. Chen Xichan and Mr. Wang Ruwei, each being independent non-executive Director of the third session of the Board, will retire as Directors and will not stand for re-election upon the expiry of their terms of office on the date of this announcement. Each of Dr. Hong Zhiliang, Dr. Chen Xichan and Mr. Wang Ruwei has confirmed that he/she has no disagreement with the Board and there is no other matter relating to his/her retirement that needs to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange. The Board would like to express its sincere gratitude to Dr. Hong Zhiliang, Dr. Chen Xichan and Mr. Wang Ruwei for their contributions to the Company during their terms of office as Directors.

Change of Registered Capital

Reference is made to the overseas regulatory announcement dated July 9, 2026 ("**Overseas Regulatory Announcement**"). Given that 881,814 A Shares under the Company's 2022 restricted share incentive plan have been listed and traded on the Shanghai Stock Exchange on July 15, 2026, the Company's registered capital will increase by RMB881,814, from RMB162,623,433 to RMB163,505,247. The Board authorizes the management team to handle the registration of changes in registered capital and related filing procedures.

Proposed Amendments to the Articles of Association

Based on the abovementioned proposed re-election and election of Directors and change of registered capital, the Board proposes to make amendments to the Company's Articles of Association as follows:

Original Articles of Association	**Amended Articles of Association**
Article 6 The registered capital of the Company is RMB162,623,433.	Article 6 The registered capital of the Company is <u>RMB**163,505,247.**</u>
Article 20 The total number of shares issued by the Company is 162,623,433 shares, all of which are ordinary shares, including 142,528,433 A Shares ordinary shares and 20,095,000 H Shares ordinary shares.	Article 20 The total number of shares issued by the Company is <u>**163,505,247**</u> shares, all of which are ordinary shares, including <u>**143,410,247**</u> A Shares ordinary shares and 20,095,000 H Shares ordinary shares.
Article 107 The Board of Directors comprises 9 directors, including 4 independent directors who are elected by the Shareholders' Meeting. The Board of Directors shall have 1 chairman.	Article 107 The Board of Directors comprises 9 directors, including <u>**3**</u> independent directors who are elected by the Shareholders' Meeting. The Board of Directors shall have 1 chairman.

Save for the amendments as set out above, other provisions of the currently effective Articles of Association remain unchanged.

Pursuant to the authorization from the first extraordinary Shareholders' meeting of the Company in 2022, the proposed amendments to the Articles of Association in relation to the change of registered capital due to the vesting of the restricted A Shares (i.e., Articles 6 and 20) do not need to be submitted to the Shareholders' meeting for review and approval.

Pursuant to the Articles of Association, the proposed amendments to the Articles of Association in relation to the proposed re-election and election of Directors (i.e., Article 107) shall be subject to approval of the Shareholders at a general meeting of the Company. The special resolution in relation to such will be proposed at the ESM. The Board also proposed to the ESM to authorize the Board and person(s) authorized by the Board to handle specific matters related to such amendments, including but not limited to performing relevant procedures for industrial and commercial registration of the change.

The proposed amendments to the Articles of Association shall be subject to the final approval and filing record by the market supervision and administration authority.

ESM

The ESM will be held on August 6, 2026, and the Company will despatch a circular and a notice of the ESM in relation to, among other things, details of the proposed re-election and election of Directors, as well as the proposed amendments to the Articles of Association.

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

Hong Kong, July 17, 2026

As of the date of this announcement, 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.