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If you have sold or transferred all your shares in **Suzhou Novosense Microelectronics Co., Ltd.**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



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) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (3) NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

Capitalized terms used in this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the ESM of the Company to be held physically at 3:00 p.m. on Thursday, August 6, 2026 at the Company's Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC is set out on pages ESM-1 to ESM-3 of this circular.

A form of proxy for use at the ESM is enclosed herewith. The notice of the ESM and the form of proxy are also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.novosns.com).

Whether or not you intend to attend the ESM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's H Share registrar, 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 less than 24 hours before the time appointed for holding the ESM (i.e. before 3:00 p.m. on Wednesday, August 5, 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the ESM or any adjournment thereof should you so wish.

July 17, 2026

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DEFINITIONS

In this circular and the enclosed appendices, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:

“A Share(s)”	domestic share(s) of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“Articles of Association”	the Articles of Association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Suzhou Novosense Microelectronics Co., Ltd. (蘇州納芯微電子股份有限公司), a company established in the PRC on May 17, 2013, the A Shares of which are listed on the Shanghai Stock Exchange (stock code: 688052), and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2676)
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“ESM”	the third extraordinary Shareholders’ meeting of the Company of 2026 to be held physically at 3:00 p.m. on Thursday, August 6, 2026 at the Company’s Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC for approving the resolutions as set out in this circular
“Group”	the Company and its subsidiaries from time to time, and the expression “member of the Group” shall be construed accordingly
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars”	Hong Kong dollars, being the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	July 17, 2026, being the latest practicable date prior to the publication of this circular of ascertaining certain information therein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China (for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s)
“SSE”	Shanghai Stock Exchange
“SZSE”	Shenzhen Stock Exchange
“%”	per cent

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:

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

July 17, 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING
OF 2026**

1. INTRODUCTION

Reference is made to the announcement of the Company dated July 17, 2026 in relation to, among other things, the proposed re-election and election of Directors and proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, information on the proposed re-election and election of Directors and the proposed amendments to the Articles of Association therefrom to enable you to make informed decisions on the ordinary resolutions and special resolution proposed at the ESM.

2. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

On July 17, 2026, the Board proposed the re-election and election of Directors to form the fourth session of the Board.

Pursuant to the Articles of Association, the proposed re-election and election shall be subject to approval of the Shareholders at a general meeting of the Company. The ordinary resolutions in relation to the proposed re-election and election will be proposed at the ESM.

The Board has proposed to re-elect and elect the following persons as Directors of the fourth session of the Board:

- (i) to re-elect Mr. Wang Shengyang, Mr. Sheng Yun and Mr. Wang Yifeng as executive Directors of the fourth session of the Board;
- (ii) to re-elect Mr. Wu Jie as a non-executive Director of the fourth session of the Board;
- (iii) to re-elect Ms. Du Linlin as an independent non-executive Director of the fourth session of the Board;
- (iv) to nominate Mr. Zhang Shuai for election as a non-executive Director of the fourth session of the Board; and
- (v) to nominate Dr. Zhang Limin and Dr. Leng Qunwen for election as independent non-executive Directors of the fourth session of the Board.

According to the Articles of Association, each of the Directors shall be appointed for a term of three years, and may offer themselves for re-election upon expiry of such term if being eligible. However, pursuant to relevant requirements of the CSRC and the Shanghai Stock Exchange, the appointment of an independent non-executive Director shall be subject to a maximum term of six years.

The term of office of the Directors of the fourth session of the Board will be three years, effective from the date of approval at the ESM. 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.

In view of the aforesaid restriction on the appointment of an independent non-executive Director for a term of six years, each of Dr. Hong Zhiliang, Dr. Chen Xichan and Mr. Wang Ruwei will not offer himself/herself for re-election as an independent non-executive Director. The Board would like to express its sincere gratitude to Dr. Hong Zhiliang, Dr. Chen Xichan and Mr. Wang Ruwei for their significant contributions to the Company in the past. Each of Dr. Hong Zhiliang, Dr. Chen Xichan and Mr. Wang Ruwei has confirmed that he/she has no disagreement with the Board and the Company and there are no other matters relating to his/her retirement that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

The Nomination Committee shall consider candidates on merit against objective criteria and with due regard for the benefits of diversity of the Board in identifying suitable candidates for independent non-executive Directors. The factors considered by the Nomination Committee in assessing the suitability of a proposed candidate include: (i) reputation for integrity; (ii) accomplishments, expertise and industry experience which may be relevant to the Group; (iii) commitment to the business of the Group in respect of time, interest and attention; (iv) perspectives, skills and experience that the candidate can contribute to the Board; (v) diversity in a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; (vi) Board succession planning considerations and long-term objectives of the Group; and (vii) the independence of such candidate with reference to, among other things, the requirements as set out in Rule 3.13 of the Listing Rules.

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 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. The Nomination Committee has assessed and reviewed the written confirmation of independence of each of Ms. Du Linlin, Dr. Zhang Limin and Dr. Leng Qunwen based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and is satisfied that each of Ms. Du Linlin, Dr. Zhang Limin and Dr. Leng Qunwen is independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee, having evaluated the performance of Ms. Du Linlin, is of the view that Ms. Du Linlin has provided valuable contributions to the Company and has demonstrated her ability to provide independent, balanced and objective views to the Company's affairs.

The Nomination Committee is also of the view that each of the nominees can contribute to the diversity of the Board, especially, with their diversified educational background, professional experience in the fields of accounting, corporate finance, law, engineering and physics, as well as personal connections in various industries.

Please refer to Appendix I to this circular for the biographical details of the Directors proposed for re-election and election.

Save as disclosed in this circular, there are no other matters in relation to the proposed re-election and election of Directors that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange nor any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the abovementioned proposed re-election and election of Directors, the Board proposed to make amendments to the Company's Article of Associations (the "**Proposed Amendments**") to reflect the decrease in the number of independent non-executive Directors from four to three, details of which are set out below.

LETTER FROM THE BOARD

Original Articles of Association	Amended Articles of Association
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 and amendments in relation to the change of registered capital as referred to in the Company's announcement dated the same day as this circular, other provisions of the currently effective Articles of Association remain unchanged. The Articles of Association is written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

The Company's legal adviser as to Hong Kong laws has confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules, while the Company's legal adviser as to PRC laws has confirmed that the Proposed Amendments do not contravene the applicable PRC laws. The Company has also confirmed that there is nothing unusual about the Proposed Amendments for a joint stock company incorporated in the PRC and listed on the Stock Exchange.

Pursuant to the Articles of Association, the Proposed Amendments shall be subject to approval of the Shareholders at a general meeting of the Company. The special resolution in relation to the Proposed Amendments will be proposed at the ESM. The Proposed Amendments shall be subject to the final approval and filing record by the administration for industry and commerce.

The Board also proposed to the ESM to authorize the Board and person(s) authorized by the Board to handle specific matters related to amendments to the Articles of Association, including but not limited to performing relevant procedures for industrial and commercial registration of the change.

4. ESM AND PROXY ARRANGEMENT

A notice convening the ESM to be held physically at 3:00 p.m. on Thursday, August 6, 2026 at the Company's Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC, is set out on pages ESM-1 to ESM-3 of this circular for the purpose of considering and, if thought fit, passing the resolutions approving the matters set out above. A form of proxy for use at the ESM (or any adjournment thereof) is enclosed with this circular. The form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.novosns.com).

Whether or not you are able to attend the ESM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event, no later than 24 hours before the time fixed for holding the ESM (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the ESM (or any adjournment thereof) should you so desire. If you attend and vote at the ESM, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

Pursuant to rule 13.39(4) of the Listing Rules, any voting by the Shareholders on any resolution at the ESM shall be taken by poll. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in any proposed resolution at the ESM and no Shareholders will be required to abstain from voting on such resolution to be proposed at the ESM.

For determining the H Shareholders' entitlement to attend and vote at the ESM, the H Share register of members of the Company will be closed from Monday, August 3, 2026 to Thursday, August 6, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Those H Shareholders whose names appear on the Company's register of members on Thursday, August 6, 2026 shall be entitled to attend and vote at the ESM.

In order to attend and vote at the ESM, H Shareholders whose transfer documents have not been registered are required to lodge all duly completed transfer documents, accompanied by the relevant share certificates, with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) for registration by 4:30 p.m. on Friday, July 31, 2026.

5. RECOMMENDATION

The Board believes that the proposed resolutions set out in the Notice of ESM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions set out in the Notice of ESM.

6. 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 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 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

Biographical details of the candidates proposed for re-election or election as Directors as required under Rule 13.51(2) of the Listing Rules are as follows:

EXECUTIVE DIRECTORS**Mr. Wang Shengyang**

Mr. Wang Shengyang, aged 42, is the Director, chairman of the Board, general manager of the Company. Mr. Wang joined the Group as the Director and general manager in May 2013, was appointed as the chairman of the Board and general manager in September 2013 and was redesignated as the executive Director on April 11, 2025. He is primarily responsible for the overall management, strategic planning and decision-making for key business and operational matters of the Group. Mr. Wang has been the executive Director and general manager of Shanghai Naxi Microelectronics Co., Ltd, a subsidiary of the Group, since June 2016, responsible for the overall management and strategic planning. Mr. Wang obtained a master's degree in electronics and communications engineering from Peking University in Beijing, the PRC, in July 2009.

Subject to approval of the Shareholders for the proposed re-election of Mr. Wang Shengyang at the ESM, Mr. Wang Shengyang will enter into a service contract with the Company for a service term commencing from the date on which he is re-elected until the expiry of the term of the fourth session of the Board. Mr. Wang Shengyang will not receive any remuneration from the Company as an executive Director.

As of the Latest Practicable Date, Mr. Wang Shengyang is interested in 44,336,080 A Shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang Shengyang (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Wang Shengyang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to his proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

Mr. Sheng Yun

Mr. Sheng Yun, aged 44, is the Director, deputy general manager and head of research and development of the Company. Mr. Sheng joined the Group in May 2013. He has been a Director of the Company since September 2013 and was redesignated as an executive Director on April 11, 2025. He has also been the head of research and development of the Company since May 2013 and a deputy general manager of the Company since August 2020. He was a supervisor of the Company from May 2013 to September 2013. He is primarily responsible for the decision-making for key business and operational matters and leading the overall research and development of the Group. Mr. Sheng obtained a master's degree in microelectronics and solid-state electronics from Fudan University in Shanghai, the PRC, in June 2008.

Subject to approval of the Shareholders for the proposed re-election of Mr. Sheng Yun at the ESM, Mr. Sheng Yun will enter into a service contract with the Company for a service term commencing from the date on which he is re-elected until the expiry of the term of the fourth session of the Board. Mr. Sheng Yun will not receive any remuneration from the Company as an executive Director.

As of the Latest Practicable Date, Mr. Sheng Yun is interested in 44,336,080 A Shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sheng Yun (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Sheng Yun that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to his proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

Mr. Wang Yifeng

Mr. Wang Yifeng, aged 42, is the Director and deputy general manager of the Company. In September 2013, Mr. Wang joined the Group as the supervisor and sales director until March 2016. He served as the secretary to the Board from March 2016 to August 2020. Mr. Wang was appointed as the Director and deputy general manager of the Company in March 2016 and was redesignated as an executive Director on April 11, 2025. He is primarily responsible for the strategic planning and decision-making for key business and operational matters of the Group. Mr. Wang obtained a master's degree in electronics and communications engineering from Peking University in Beijing, the PRC, in July 2009.

Subject to approval of the Shareholders for the proposed re-election of Mr. Wang Yifeng at the ESM, Mr. Wang Yifeng will enter into a service contract with the Company for a service term commencing from the date on which he is re-elected until the expiry of the term of the fourth session of the Board. Mr. Wang Yifeng will not receive any remuneration from the Company as an executive Director.

As of the Latest Practicable Date, Mr. Wang Yifeng is interested in 44,336,080 A Shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang Yifeng (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Wang Yifeng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to his proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

NON-EXECUTIVE DIRECTORS**Mr. Wu Jie**

Mr. Wu Jie, aged 42, is the Director. Mr. Wu joined the Group as a Director in August 2020 and was redesignated as a non-executive Director on April 11, 2025. He is primarily responsible for providing advice on the operation and management of the Group. Mr. Wu worked at Guangdong Midea Refrigeration Equipment Co., Ltd., a subsidiary of Midea Group Co., Ltd., a manufacturer of household electrical appliances, motors and their parts (SZSE: 000333; HKEx: 00300), as an engineer and manager from July 2005 to December 2011. He served as a deputy general manager at Guangdong Hai Wu Technology Co., Ltd., a company primarily engaged in the manufacturing of electrical machinery and equipment, from January 2013 to September 2017. He has been the vice president of investment, rotating general manager and partner successively at Shenzhen Hengxin Huaye Equity Investment Fund Management Co., Ltd. since September 2017. Mr. Wu held directorship in Shanghai Pret Composites Co., Ltd., (SZSE: 002324) from May 7, 2021, to September 13, 2022. Mr. Wu obtained an MBA degree from Peking University in Beijing, the PRC, in July 2020.

Subject to approval of the Shareholders for the proposed re-election of Mr. Wu Jie at the ESM, Mr. Wu Jie will enter into a service contract with the Company for a service term commencing from the date on which he is re-elected until the expiry of the term of the fourth session of the Board. Mr. Wu Jie will not receive any remuneration from the Company as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu Jie (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Wu Jie that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to his proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

Mr. Zhang Shuai

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.

Subject to approval of the Shareholders for the proposed election of Mr. Zhang Shuai at the ESM, Mr. Zhang Shuai will enter into a service contract with the Company for a service term commencing from the date on which he is elected until the expiry of the term of the fourth session of the Board. Mr. Zhang Shuai will not receive any remuneration from the Company as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang Shuai (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Mr. Zhang Shuai that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to his proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Ms. Du Linlin**

Ms. Du Linlin (former name Du Lin), aged 36, was appointed as an independent non-executive Director on April 11, 2025. She is primarily responsible for providing independent advice on the operations and management of the Group. Ms. Du served as an analyst at the Corporate Finance Department of BOCI Securities Limited, currently known as BOC International (China) Co., Ltd. (SSE: 601696), from July 2014 to September 2015. Subsequently, she assumed the positions of the secretary to the board and director of the investment and financing department successively at Gosun Holding Co., Ltd., a cloud infrastructure service provider from November 2015 to May 2018. She was then the investment operation director at the Cloud and Smart Industry Business Group of Tencent Technology (Shenzhen) Company Limited, a subsidiary of Tencent Holdings Limited (HKEx: 00700), from June 2018 to December 2023, where she was responsible for leading the post-investment management of various investee companies by (i) regularly reviewing operating reports, financial statements and audit reports; (ii) participating in building internal control systems and business and financial systems; (iii) leading the accounting teams in performing financial due diligence; and (iv) providing financial analysis and supporting decision-making through the use of financial metrics. Since December 2023, she has been serving as the vice president at the investment management department of China Merchants Venture Capital Management Co., Ltd. Ms. Du obtained a master's degree of economics from Renmin University of China in Beijing, PRC in June 2014, majoring in public finance. Ms. Du has been a member of the Chinese Institute of Certified Public Accountants since April 2014.

Subject to approval of the Shareholders for the proposed re-election of Ms. Du Linlin at the ESM, Ms. Du Linlin will enter into a service contract with the Company for a service term commencing from the date on which she is re-elected until the expiry of the term of the fourth session of the Board. Ms. Du Linlin will be entitled to the remuneration of RMB80,000 per annum (before tax), which is determined with reference to the relevant position and duties as well as the prevailing market rate and shall be subject to approval of the Shareholders at the annual general meeting.

Save as disclosed above, as at the Latest Practicable Date, Ms. Du Linlin (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Ms. Du Linlin that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to her proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

Dr. Zhang Limin

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.

Subject to approval of the Shareholders for the proposed election of Dr. Zhang Limin at the ESM, Dr. Zhang Limin will enter into a service contract with the Company for a service term commencing from the date on which he is elected until the expiry of the term of the fourth session of the Board. Dr. Zhang Limin will be entitled to the remuneration of RMB80,000 per annum (before tax), which is determined with reference to the relevant position and duties as well as the prevailing market rate and shall be subject to approval of the Shareholders at the annual general meeting.

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhang Limin (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Dr. Zhang Limin that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to his proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

Dr. Leng Qunwen

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.

Subject to approval of the Shareholders for the proposed election of Dr. Leng Qunwen at the ESM, Dr. Leng Qunwen will enter into a service contract with the Company for a service term commencing from the date on which he is elected until the expiry of the term of the fourth session of the Board. Dr. Leng Qunwen will be entitled to the remuneration of RMB80,000 per annum (before tax), which is determined with reference to the relevant position and duties as well as the prevailing market rate and shall be subject to approval of the Shareholders at the annual general meeting.

Save as disclosed above, as at the Latest Practicable Date, Dr. Leng Qunwen (i) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not have any interests in the Shares of the Company within the meaning of Part XV of the SFO; (iii) did not hold any other directorship in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) did not hold any other positions with the Company or other members of the Group; and (v) did not have other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, there is no other information relating to Dr. Leng Qunwen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters in relation to his proposed appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange.

NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

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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 THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

NOTICE IS HEREBY GIVEN that the third extraordinary Shareholders' meeting of 2026 (the "ESM") of Suzhou Novosense Microelectronics Co., Ltd. (蘇州納芯微電子股份有限公司) (the "**Company**") will be convened and held physically at 3:00 p.m. on Thursday, August 6, 2026 at the Company's Conference Room, No. 9, Dongdangtian Alley, Suzhou Industrial Park, Jiangsu Province, the PRC, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the resolutions in relation to the re-election and election of the following persons as executive Directors and non-executive Directors of the fourth session of the Board:
 - (a) Mr. Wang Shengyang as an executive Director of the fourth session of the Board;
 - (b) Mr. Sheng Yun as an executive Director of the fourth session of the Board;
 - (c) Mr. Wang Yifeng as an executive Director of the fourth session of the Board;
 - (d) Mr. Wu Jie as a non-executive Director of the fourth session of the Board; and
 - (e) Mr. Zhang Shuai as a non-executive Director of the fourth session of the Board.
2. To consider and approve the resolutions in relation to the re-election and election of the following persons as independent non-executive Directors of the fourth session of the Board:
 - (a) Ms. Du Linlin as an independent non-executive Director of the fourth session of the Board;
 - (b) Dr. Zhang Limin as an independent non-executive Director of the fourth session of the Board; and

NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

- (c) Dr. Leng Qunwen as an independent non-executive Director of the fourth session of the Board.

SPECIAL RESOLUTION

3. To consider and approve the amendments to the Articles of Association of the Company.

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

Notes:

1. Voting by poll

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the ESM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.novosns.com) in accordance with the Listing Rules. Voting on the above resolutions regarding the re-election and election of the Directors will be conducted by cumulative voting. Please refer to the notes to the form of proxy for details of the voting method.

2. Closure of register of members and eligibility for attending and voting at the ESM

Holders of H Shares are advised that the register of members of H Shares will be closed from Monday, August 3, 2026 to Thursday, August 6, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of members of H Shares kept at the H Share registrar on Thursday, August 6, 2026 are entitled to attend and vote at the ESM. In order to be eligible to attend and vote at the ESM, all transfer documents of H Shares, accompanied by the relevant share certificates, must be lodged by the holders of H Shares with the H Share registrar, 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 Friday, July 31, 2026.

3. Proxy

Every Shareholder who has the right to attend and vote at the ESM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his/her behalf at the ESM. A proxy shall be appointed by a form of proxy in writing. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the form of proxy shall be signed under a legal person’s seal or signed by its director or an attorney duly authorized in writing. In order to be valid, the aforesaid documents shall be lodged by the H Shareholders with the Company’s H Share registrar, 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 holding the ESM (i.e. before 3:00 p.m. on Wednesday, August 5, 2026) or any adjournment thereof. If the form of proxy appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the form of proxy is signed shall be notarized. The notarized power of attorney or other documents of authority shall be deposited together and at the same time with the form of proxy appointing the proxy at the H Share registrar.

The form of proxy duly signed and submitted by HKSCC Nominees Limited are deemed to be valid, and it is not necessary for the proxy(ies) appointed by HKSCC Nominees Limited to produce the signed form of proxy when the proxy(ies) attend(s) the ESM. Completion and delivery of the proxy form will not preclude a holder of H Shares from attending and voting in person at the ESM if he/she so wishes.

NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

4. Miscellaneous

- (1) The ESM is expected to last for no more than a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (2) Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated July 17, 2026.

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.