



Shanghai FourSemi Semiconductor Co., Ltd.

上海傅里葉半導體股份有限公司

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

(Stock Code: 3625)

**Procedures for Shareholders to Nominate Candidates
for Election as Directors of the Company**

1. Eligibility for Shareholders to Nominate Director Candidates

- 1.1 Directors (“**Directors**”) of Shanghai FourSemi Semiconductor Co., Ltd. (the “**Company**”) shall be elected at the general meeting for a term of three years. Upon the expiration of a director’s term of office, he/she is eligible for re-election. The term of an independent non-executive Director shall not exceed nine years.
- 1.2 A shareholder or shareholders holding, individually or jointly, 1% or more of the Company’s voting shares may nominate director candidates in writing to the convener. After the convener has issued the notice of a general meeting for the election of Directors, shareholders holding individually or jointly a percentage of the Company’s voting shares reaching the aforesaid prescribed threshold may propose new candidates for Directors before the convening of the general meeting, which shall be handled by the convener in accordance with the relevant provisions of the regulatory rules of the place where the Company’s shares are listed and the Articles of Association of Shanghai FourSemi Semiconductor Co., Ltd. (the “**Articles of Association**”). The number of persons nominated must comply with the provisions of the regulatory rules of the place where the Company’s shares are listed and the Articles of Association, and shall not exceed the number of persons proposed to be elected. A written notice of the intention to nominate a director candidate and a written notice from the candidate indicating his/her willingness to accept the nomination shall be sent to the Company at least 7 days before the general meeting.

- 1.3 A shareholder or shareholders holding, individually or jointly, 10% or more of the Company's shares have the right to request the Board of Directors in writing to convene an extraordinary general meeting to nominate director candidates. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide a written response agreeing or disagreeing to convene an extraordinary general meeting within 10 days of receiving the written request.

2. Procedures for Shareholders to Nominate a Person for Election as a Director

- 2.1 A Qualifying Shareholder who wishes to nominate an individual ("**Candidate**") for election as a Director of the Company at a general meeting by the above means must lodge a written notice ("**Nomination Notice**") at the Company's principal place of business in the PRC at Room 303, Building 4, Second Street, Port City Plaza, No. 11, Lane 88, Yunjuan Road, Lingang New Area, China (Shanghai) Pilot Free Trade Zone. The Nomination Notice must: (i) include the biographical details of the Candidate as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"); and (ii) be signed by the relevant shareholder, and by the Candidate indicating his/her willingness to be appointed and consent to the publication of his/her personal data.
- 2.2 The period for the nominator and the nominee to submit the aforesaid notice and documents shall commence on the day after the dispatch of the relevant notice of the general meeting for the relevant election and shall end no later than 7 days prior to the date of such general meeting. To allow the Company's shareholders sufficient time to consider the proposal for electing a candidate as a Director of the Company, the Company urges shareholders who intend to make a proposal to submit their nomination notices as early as possible before the relevant general meeting.
- 2.3 If the Company receives a notice from a shareholder nominating a person for election as a Director at a general meeting after the notice of the general meeting has been published, the Company must publish an announcement or issue a supplementary circular in accordance with the relevant laws and regulations, the regulatory rules of the place where the Company's shares are listed and the Articles of Association; The announcement or supplementary circular must include the information required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules for the person nominated for election as a Director. Such announcement or supplementary circular must be published not less than 10 business days before the date of the relevant general meeting.

2.4 In case of any matters not covered by this policy or any conflict between this policy and any laws, regulations, regulatory rules of the place where the Company's shares are listed, or the Articles of Association that are currently in effect or promulgated and amended from time to time after this policy takes effect, the provisions of the relevant laws, regulations, regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail, and this policy shall be promptly amended and submitted to the Company's Board of Directors for review and approval. Where laws, administrative regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed and the Articles of Association have special provisions, such provisions shall prevail.

3. Effective Date

3.1 This policy shall take effect from the date on which the H Shares of the Company are listed and traded on The Stock Exchange of Hong Kong Limited.