

**Schedule 3, Certification and Agreement of Persons Acquiring Regulation S GDRs Upon
Deposit of Shares Pursuant to Clause 3 of the Regulation S Deposit Agreement and
Condition 1**

Citibank, N.A.
GDR Department
480 Washington Boulevard, 30th Floor
Jersey City, New Jersey 07310
United States of America

Re: **WILL SEMICONDUCTOR CO., LTD. SHANGHAI**

We refer to the Regulation S Deposit Agreement dated 6 November 2023, as amended and supplemented prior to the date hereof (the “**Deposit Agreement**”), between Will Semiconductor Co., Ltd. Shanghai, a joint stock company established under the laws of the People's Republic of China with limited liability (the “**Company**”), and Citibank, N.A., as Depositary thereunder. Capitalised terms used but not defined herein shall have the meanings given to them in the Deposit Agreement. The terms of this Certification and Agreement shall be governed by the laws of the State of New York.

1. This Certification and Agreement is furnished in connection with the deposit of Shares and request for issuance of Regulation S Global Depositary Receipts (the “**Regulation S GDRs**”) pursuant to Clause 3 (*Appointment of Depositary and Custodian; Deposit and Withdrawal of Shares*) of the Deposit Agreement and Condition 1 (*Deposit of Shares*).

2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Regulation S GDRs and the Shares represented thereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Act**”) or with any securities regulatory authority in any state or other jurisdiction of the United States.

3. We certify that either:

(a) We are, or at the time the Shares are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Shares and of the Regulation S GDRs, and:

(i) we have acquired, or have agreed to acquire and will have acquired, the Shares to be deposited in an “offshore transaction” (as defined in Regulation S under the Act),

(ii) we are not an Affiliate (as defined in Rule 144 under the Act and hereinafter used as so defined) of the Company or a person acting on behalf of such an Affiliate, and

(iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any Affiliate thereof in the initial distribution of the Regulation S GDRs and Shares.

OR

(b) We are a broker-dealer acting for the account of our customer and our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time Regulation S GDRs are issued will be, the beneficial owner of the Shares and of the Regulation S GDRs, and:

(i) it is located outside the United States and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited in an “offshore transaction” (as defined in Regulation S under the Act),

(ii) it is not an Affiliate of the Company or a person acting on behalf of such an Affiliate, and

(iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any Affiliate thereof in the initial distribution of Regulation S GDRs and Shares.

4. We hereby represent and warrant (or if we are a broker-dealer, our customer has confirmed to us that it represents and warrants) that (i) the Shares presented for deposit (and the certificates therefor) are duly authorized, validly issued, fully paid, nonassessable and legally obtained by such person, (ii) all pre-emptive (and similar) rights with respect to such Shares have been validly waived or exercised, (iii) the person making such deposit is duly authorized so to do, (iv) the Shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim, and (v) the Shares presented for deposit have not been stripped of any rights or entitlements, and are not, and the Regulation S GDRs will not be, "restricted securities" within the meaning of Rule 144(3)(a) under the Act.

5. We hereby acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that (i) each person depositing Shares, taking delivery of or transferring Regulation S GDRs or any beneficial interest therein, or surrendering Regulation S GDRs or any beneficial interest therein and withdrawing Shares under the Deposit Agreement shall be deemed thereby to acknowledge that the Regulation S GDRs and the Shares represented thereby have not been and will not be registered under the Act, and may not be offered, sold, pledged or otherwise transferred except in accordance with the restrictions on transfer set forth in the Securities Act Legend, and such person shall be deemed thereby to represent and warrant that such deposit, transfer or surrender or withdrawal complies with the foregoing restrictions, (ii) such representations and warranties and those set forth in paragraph 5 above shall survive the deposit and withdrawal of Shares and the issuance and cancellation of Regulation S GDRs in respect thereof and the transfer of such Regulation S GDRs, and (iii) if any such representations or warranties are false in any way, the Company and the Depositary shall be authorized, at the cost and expense of the person depositing Shares, to take any and all actions necessary to correct the consequences thereof.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By:

Title: _____

Date: _____

