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HUA HONG SEMICONDUCTOR LIMITED 華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1347)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (“EGM”) of Hua Hong Semiconductor Limited (the “Company”) will be held on 29 August 2022 at 2:00 p.m. with the combination of a physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong and a virtual meeting online to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

1. “THAT,
 - (a) the Capital Injection Agreement dated 29 June 2022 entered into among Hua Hong Semiconductor (Wuxi) Limited (“Hua Hong Wuxi”), the Company, Shanghai Huahong Grace Semiconductor Manufacturing Corporation (“HHGrace”), Wuxi Xi Hong Lian Xin Investment Co., Ltd. (無錫錫虹聯芯投資有限公司) (the “Wuxi Entity”), China Integrated Circuit Industry Investment Fund Co., Ltd. (國家集成電路產業投資基金股份有限公司), China Integrated Circuit Industry Investment Fund (Phase II) Co., Ltd. (國家集成電路產業投資基金二期股份有限公司) (“China IC Fund II”) in relation to increasing the registered capital of Hua Hong Wuxi from US\$1,800 million to approximately US\$2,536.85 million, where each of the Company, HHGrace, the Wuxi Entity and China IC Fund II will contribute approximately US\$177.78 million, US\$230.22 million, US\$160 million and US\$232 million, respectively as capital injection into Hua Hong Wuxi, on the basis that US\$1 increase in registered capital corresponds to US\$1.0857 of Capital Injection and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
 - (b) any director of the Company be and is hereby authorized to do all such acts and things, to sign and execute documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he or she considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Capital Injection Agreement and any transactions contemplated thereunder, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such director, in the interests of the Company and its shareholders as a whole.”

By Order of the Board
Hua Hong Semiconductor Limited
Mr. Suxin Zhang
Chairman and Executive Director

Shanghai, PRC, 9 August 2022

Notes:

1. In light of the ongoing COVID-19 pandemic, the Company will conduct a hybrid Extraordinary General Meeting with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the Extraordinary General Meeting either (a) through the physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong; or (b) through the Internet by using their computer, tablet device or smartphone. Registered Shareholders will be able to attend the Extraordinary General Meeting, vote and submit questions online. Each registered Shareholder's personalized login and access code will be sent to him or her under separate letter.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Extraordinary General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.
2. The proposed resolution at the Extraordinary General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notially certified copy of such power of authority, must be deposited at the Company's Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022), or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 9 August 2022, not less than 48 hours before the time fixed for holding the Extraordinary General Meeting or any adjourned meeting thereof. In calculating the aforesaid 48 hours period, no account will be taken of any part of a day that is a public holiday. Accordingly, the form of proxy must be delivered not later than 2:00 p.m. on 26 August 2022. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Registered Shareholders are requested to provide a valid email address of his or her proxy (except appointment of "The Chairman of the Meeting") for the proxy to receive the login and access code to participate online to the e-Meeting System.
6. For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Wednesday, 24 August 2022 to Monday, 29 August 2022 (both days inclusive), during which period no transfer of Shares in the Company will be registered. In order to qualify for attending and voting at the Extraordinary General Meeting, all transfers, accompanied by the relevant certificates, must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer documents will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer documents will be lodged on or after 15 August 2022) by no later than 4:30 p.m. on Tuesday, 23 August 2022. All persons who are registered holders of the Shares on Monday, 29 August 2022, the record date for the Extraordinary General Meeting, will be entitled to attend and vote at the Extraordinary General Meeting.
7. Upon arrival at the venue of the Extraordinary General Meeting, voting slip(s) will be given to every Shareholder present in person (or in the case of a corporation by its authorized representative) or by proxy to cast his/her/its vote(s). Each Shareholder/authorized representative/proxy present in venue will have to access to the e-Meeting System via the QR Code given on the voting slip and cast his/her vote(s) on the e-Meeting System. If registered Shareholders would like to participate online, he/she can log on to the e-Meeting System using his/her personalized login and access code and cast his/her vote(s) on the e-Meeting System. Each Shareholders' proxy authorization and instruction will be revoked if he/she attend in person at the Extraordinary General Meeting or attend via the e-Meeting System. For details, please refer to the Online Meeting User Guide available at the e-Meeting System.
8. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) may attend the Extraordinary General Meeting through telephone/video conference or similar electronic means.
9. A circular containing further details concerning paragraph 1 in this notice will be sent to all Shareholders of the Company.

As at the date of this announcement, the directors of the Company are:

Executive Directors

Suxin Zhang (Chairman)

Junjun Tang (President)

Non-executive Directors

Guodong Sun

Jing Wang

Jun Ye

Independent Non-executive Directors

Stephen Tso Tung Chang

Kwai Huen Wong, JP

Long Fei Ye