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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 (the “EGM”) of Hua Hong Semiconductor Limited (the “Company”) will be held at 10:30 a.m. on 14 July 2023 with the combination of a physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong and a virtual meeting online for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution of the Company.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 29 June 2023 issued by the Company.

ORDINARY RESOLUTION

1. “THAT,
 - (a) the China IC Fund II Subscription Agreement (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose), and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) subject to the necessary Regulatory Approvals, the Board be and is hereby authorised to utilise the Specific Mandate approved by the Shareholders on 27 June 2022 (the validity of which has been extended to 26 June 2024 as approved by the Shareholders on 26 June 2023) to the extent of allotting and issuing such number of RMB Shares to China IC Fund II in accordance with the terms of the China IC Fund II Subscription Agreement;
 - (c) any one Director of the Company be and is hereby authorised 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 considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the China IC Fund II Subscription Agreement and/or any transaction contemplated thereunder, and to agree to such variation, amendment 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.”

* *For identification purpose only*

By Order of the Board
Hua Hong Semiconductor Limited
Suxin Zhang
Chairman

29 June 2023

Notes:

1. 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 EGM 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 EGM, 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 EGM, vote and submit questions online. In this regard, you should consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the "Intermediary") and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, you will be asked to provide your email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to you by the Company's Share Registrar, Tricor Investor Services Limited.
2. The proposed resolution at the EGM 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 EGM 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 notarially certified copy of such power of authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 29 June 2023, not less than 48 hours before the time fixed for holding the EGM 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 10:30 a.m. on 12 July 2023. 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 EGM, the register of members of the Company will be closed from 13 July 2023 to 14 July 2023 (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 EGM, all transfers, accompanied by the relevant certificates, must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 12 July 2023.
7. Upon arrival at the venue of the EGM, voting slip(s) will be given to every Shareholder present in person (or in the case of a corporation by its authorised representative) or by proxy to cast his/her/its vote(s). Each Shareholder/authorised 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 authorisation and instruction will be revoked if he/she attends in person at the EGM or attend via the e-Meeting System. For details, please refer to the Online Meeting User Guide available at the e-Meeting System.
8. Since the Company will conduct a hybrid extraordinary general meeting with the combination of a physical meeting and a virtual meeting online, certain Director(s) may attend the EGM 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