



HG SEMICONDUCTOR LIMITED

宏光半導體有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6908)

Form of Proxy for use at the Extraordinary General Meeting (the “EGM”) to be held on Tuesday, 13 December 2022 (or its adjourned meeting)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2)
of HK\$0.01 each in the share capital of HG Semiconductor Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING^(Note 4) or _____
of _____
as my/our proxy/proxies to attend the EGM (and its adjourned meeting) to be held at The North Side, 2nd Floor, No. 8 Pinggong Er Road, Nanping Technology Industrial Park, Zhuhai, People’s Republic of China at 11:00 a.m. on Tuesday, 13 December 2022 (and any adjournment meeting thereof) for the purposes of considering, and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at such meeting (and its adjourned meeting) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

Terms defined in the circular of the Company dated 28 November 2022 shall have the same meanings when used in this proxy form, unless otherwise defined.

ORDINARY RESOLUTIONS		FOR ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1.	(a) To approve, confirm and ratify the entering into the Share Subscription Agreement and all transactions contemplated thereunder.		
	(b) To grant a specific mandate to the Directors to allot and issue the Subscription Shares pursuant to the Share Subscription Agreement.		
	(c) To authorise any one or more of the Directors to execute all such documents and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Share Subscription Agreement, the transactions contemplated thereunder and the allotment and issue of the Subscription Shares under the relevant specific mandate.		
2.	(a) To approve, confirm and ratify the entering into the Warrant Subscription Agreement and all transactions contemplated thereunder.		
	(b) To grant a specific mandate to the Directors to allot and issue the Warrant Shares pursuant to the Warrant Subscription Agreement.		
	(c) To authorise any one or more of the Directors to execute all such documents and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Warrant Subscription Agreement, the transactions contemplated thereunder and the allotment and issue of the Warrant Shares under the relevant specific mandate.		

For the full text of the proposed resolutions, please refer to the notice convening the EGM as contained in the Company’s circular dated 28 November 2022.

Dated this _____ day of _____ 2022 Signatures(s)^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Any member of the Company (“Members”) entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it, and the proxy need not be a Member but must attend the meeting in person to represent the Member.
- If any proxy other than the chairman of the meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A Member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every Member present in person (in the case of a Member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
- Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Boardroom Share Registrars (HK) Limited at the above address.