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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: 01347)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Hua Hong Semiconductor Limited (the “**Company**”) will be held on 9 May 2024 at 2:30 p.m., at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong for the following purposes.

Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as ascribed to them in the circular dated 9 April 2024 issued by the Company.

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors for the year ended 31 December 2023;
2. To approve a final dividend of HK\$0.165 (equivalent to RMB0.150) per ordinary share of the Company in respect of the year ended 31 December 2023;
3. To re-elect Mr. Suxin Zhang as an executive Director;
4. To re-elect Mr. Junjun Tang as an executive Director;
5. To re-elect Mr. Kwai Huen Wong, JP as an independent non-executive Director;
6. To re-elect Mr. Limin Zhou as a non-executive Director;
7. To re-elect Mr. Songlin Feng as an independent non-executive Director;
8. To re-elect Ms. Chengyan Xiong as a non-executive Director;
9. To authorise the Board to fix the respective Directors’ remuneration; and
10. To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

11. **THAT:**

- (a) subject to paragraph 11(b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its Hong Kong Shares subject to and in accordance with all applicable laws and/or the requirements of the Hong Kong Listing Rules, be and is hereby generally approved;
- (b) the total number of Hong Kong Shares repurchased by the Company pursuant to paragraph 11(a) above during the Relevant Period shall not exceed 10% of the number of Hong Kong Shares in issue on the date of passing this resolution and the said mandate shall be limited accordingly subject to adjustments according to any subsequent consolidation or subdivision of Shares; and
- (c) for the purpose of paragraph 11(b), “**Relevant Period**” means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given to the Directors of the Company under this resolution by an ordinary resolution of the Shareholders in general meeting.

12. **THAT:**

- (a) subject to paragraph 12(b) below, pursuant to applicable laws and the Hong Kong Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with Shares (including the power to make an offer or agreement, or grant securities which would or might require shares to be allotted and issued) be and is hereby generally approved;
- (b) the approval in paragraph 12(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in paragraphs 12(a) and 12(b) above, otherwise than pursuant to a Rights Issue (as defined below), any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or pursuant to the issue of Shares upon the exercise of any subscription rights attached to any warrants of the Company or any option scheme(s) or similar arrangement for the time being adopted for the grant or issue to Directors and/or officers and/or employees of the Group or rights to acquire Shares or pursuant to a specific authority granted by the Shareholders of the Company in a general meeting, shall not exceed 20% of the number of Hong Kong Shares and 20% of the number of RMB Shares in issue on the date of passing this resolution and the said mandate shall be limited accordingly subject to adjustments according to any subsequent consolidation or subdivision of Shares; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given to the Directors of the Company under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- 13. “**THAT** further conditional on the passing of the resolutions set out in paragraphs 11 and 12 above, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with Shares as mentioned in paragraph 12 above be and is hereby extended by the addition to the

total number of Shares in issue of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Hong Kong Shares repurchased by the Company pursuant to the resolution set out in paragraph 11 above, provided that such extended number of Shares shall not exceed 10% of the number of Hong Kong Shares in issue as at the date of passing of this resolution.”

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

Shanghai, PRC, 9 April 2024

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Hong Kong Listing Rules. 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 Hong Kong Listing Rules.
2. Any Shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Shareholder 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or 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 (spot-meeting.tricor.hk) using the username and password provided on the notification letter sent by the Company on 9 April 2024, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment 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 2:30 p.m. on 7 May 2024. 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.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from 6 May 2024 to 9 May 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant Share 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 for registration not later than 4:30 p.m. on 3 May 2024.
5. In the event that the resolution on declaration of the final dividend is adopted after the annual general meeting, the register of members of the Company for the Hong Kong Shares will be closed from 5 June to 6 June 2024 (both days inclusive) during which no transfer of Hong Kong Shares of the Company can be registered. In order to qualify for the final dividend, holders of Hong Kong Shares are reminded to ensure that all instruments of transfer of Hong Kong Shares accompanied by the relevant share certificate(s) 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, not later than 4:30 p.m. on 4 June 2024.
6. A circular containing further details concerning paragraphs 2 to 8 and 11 to 13 in this notice will be sent to all Shareholders of the Company together with its 2023 annual report.

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

Executive Directors:

Suxin Zhang (*Chairman*)

Junjun Tang (*President*)

Non-Executive Directors:

Jun Ye

Guodong Sun

Limin Zhou

Chengyan Xiong

Independent Non-Executive Directors:

Stephen Tso Tung Chang

Kwai Huen Wong, JP

Songlin Feng