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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)

**(1) MAJOR AND CONNECTED TRANSACTION – ACQUISITION OF
SHARE CAPITAL OF THE TARGET INVOLVING THE ISSUE OF
CONSIDERATION SHARES UNDER SPECIFIC MANDATE;**

(2) APPLICATION FOR WHITEWASH WAIVER;

**(3) PROPOSED NON-PUBLIC ISSUANCE OF RMB SHARES
TO RAISE SUPPORTING FUNDS;**

AND

(4) SPECIAL DEAL

(A) POLL RESULTS ANNOUNCEMENT OF THE EGM

AND

(B) GRANT OF WHITEWASH WAIVER AND CONSENT TO SPECIAL DEAL

References are made to, amongst others, (i) the announcements of Hua Hong Semiconductor Limited (the “**Company**”) dated 31 August 2025 and 31 December 2025; and (ii) the circular of the Company dated 22 January 2026 (the “**Circular**”), each in relation to (a) the Proposed Acquisition, (b) the Whitewash Waiver, (c) the Proposed Non-public Issuance of RMB Shares and (d) the Special Deal. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

1. THE EGM

The Board hereby announces that all the resolutions proposed at the EGM were passed by the requisite thresholds by way of poll.

The EGM was held as a hybrid meeting with a combination of a physical meeting at No. 288, Halei Road, Zhangjiang Hi-Tech Park, Shanghai, PRC and a virtual meeting online at 2:30 p.m. on Tuesday, 10 February 2026. The EGM was chaired by Mr. Peng Bai, the chairman of the Board of Directors and an executive Director who is disinterested in each of (a) the Proposed Acquisition, (b) the application for the Whitewash Waiver, (c) the Proposed Non-public Issuance of RMB Shares and (d) the Special Deal and is not acting in concert with any member of the Huahong Concert Group under the Takeovers Code, in accordance with the requirements under the Articles of Association. Among the Directors, Mr. Peng Bai attended the EGM in person, whereas Mr. Jun Ye, Mr. Guodong Sun, Mr. Bo Chen, Ms. Chenyan Xiong, Mr. Stephen Tso Tung Chang, Mr. Kwai Huen Wong, JP and Mr. Songlin Feng attended the EGM by way of video conference.

Tricor Investor Services Limited (the Company's share registrar) acted as the scrutineers for the vote taking at the EGM pursuant to Rule 13.39(5) of the Hong Kong Listing Rules and Rule 2.9 of the Takeovers Code.

2. POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of Shares in issue of the Company were 1,737,632,193 Shares, comprising 407,750,000 RMB Shares and 1,329,882,193 Hong Kong Shares. As disclosed in the Circular and the notice of EGM accompanying the Circular:

- resolutions number 1 to 25 are proposed as ordinary resolutions, while resolution number 26 on the Whitewash Waiver is proposed as a special resolution pursuant to the Takeovers Code;
- in respect of the Proposed Acquisition and the Proposed Acquisition Specific Mandate, (i) with respect to the approvals required under the Listing Rules, Huahong Group and China IC Fund II and its associates, and China IC Fund (by virtue of its 10.53% holding in Shanghai IC Fund) and any Shareholders which have a material interest in the Proposed Acquisition and the Proposed Acquisition Specific Mandate under the Listing Rules and/or the Shanghai Listing Rules will be required to abstain from voting on the relevant resolutions to be proposed at the EGM; and (ii) with respect to the approvals required under the Takeovers Code, the Huahong Concert Group (holding approximately 34.70% of the Shares in issue as at the date of the EGM) and those who are involved in or interested in the Proposed Acquisition, the Proposed Acquisition Specific Mandate, the Whitewash Waiver and the Special Deal under the Listing Rules, the Takeovers Code and/or the Shanghai Listing Rules (comprising a total of 665,308,153 Shares (approximately 38.29% of the Shares) in issue as at the date of the EGM, which consist of 598,918,400 Hong Kong Shares and 66,389,753 RMB Shares) will be required to abstain from voting on the relevant resolutions to be proposed at the EGM;

- the special resolution number 26 in respect of the Whitewash Waiver is required to be passed by at least 75% of the votes cast by Takeovers Code Independent Shareholders present and voting in person or by proxy at the EGM. Accordingly, the Huahong Concert Group, China IC Fund and those who are involved in or interested in the Proposed Acquisition, the Proposed Acquisition Specific Mandate, the Whitewash Waiver and the Special Deal under the Listing Rules, the Takeovers Code and/or the Shanghai Listing Rules (comprising a total of 665,308,153 Shares in issue as at the date of the EGM, which consist of 598,918,400 Hong Kong Shares and 66,389,753 RMB Shares) shall be required to abstain from voting on resolution number 26;
- In respect of the Proposed Non-public Issuance of RMB Shares and the Special Deal, the ordinary resolutions number 3(b) and 24 are required to be passed by a majority by way of poll by the Non-public Issuance Independent Shareholders present and voting in person or by proxy at the EGM. Accordingly, (i) the Huahong Concert Group, (ii) Shareholders who have indicated to participate in the Proposed Non-public Issuance of RMB Shares before the EGM and their close associates (as defined under the Listing Rules), (iii) Shareholders who are involved in or interested in the Proposed Non-public Issuance of RMB Shares (otherwise than solely as Shareholders of the Company) and (iv) such other Shareholders who shall abstain from voting pursuant to the Listing Rules, the Shanghai Listing Rules, the Takeovers Code and other applicable laws, rules and regulations (comprising a total of 602,956,550 Shares (approximately 34.70% of the Shares) in issue as at the date of the EGM, which consist of 536,566,797 Hong Kong Shares and 66,389,753 RMB Shares), shall abstain from voting on resolutions number 3(b) and 24. No Shareholder has indicated to participate in the Proposed Non-public Issuance of RMB Shares before the EGM;
- for the purpose of compliance with the Administrative Measures for Major Asset Restructuring of Listed Companies (《上市公司重大資產重組管理辦法》) in the PRC, resolutions number 1, 2, 3(a)(b)(d), 4 to 23 and 25 are required to be passed by not less than two-thirds of the votes cast by way of poll by the eligible Shareholders present at the EGM.

Save as disclosed above, no Shareholders of the Company are required to abstain from voting, or abstain from voting in favour of any resolution proposed at the EGM in accordance with the Listing Rules and/or the Takeovers Code. No Shareholders have previously stated his/her/its intention in the Circular to vote for or against the resolutions proposed at the EGM or to abstain from voting.

Accordingly, the total number of issued Shares entitling the Shareholders to attend and vote on the resolutions at the EGM after taking into account the aforesaid Shareholders who are required to abstain, and had abstained at the EGM, under the Listing Rules, the Takeovers Code, the Shanghai Listing Rules and other applicable laws, rules and regulations are set out as follows:

- with respect to ordinary resolutions number 1, 2, 3(a)(c)(d) (including items 3.01 to 3.11 and 3.20), 4 to 23 and 25, and the special resolution 26 regarding the Proposed Acquisition and the Whitewash Waiver: 1,072,324,040 Shares ; and

- with respect to ordinary resolutions number 3(b) (including items 3.12 to 3.18) and 24 regarding the Proposed Non-public Issuance of RMB Shares and the Special Deal: 1,134,675,643 Shares .

The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary Resolutions		Number of votes and percentage		
		FOR (Note)	AGAINST (Note)	ABSTAIN (Note)
1.	To consider and approve the proposal on the Company's issuance of RMB Shares to purchase the Target Assets and raise supporting funds, and related party/connected transactions	396,249,125 (87.8626%)	54,619,874 (12.1112%)	118,233 (0.0262%)
2.	To consider and approve the proposal on adjusting the Company's plan for purchasing assets and raising supporting funds, where the final Consideration will be settled by way of issuing Consideration Shares only instead of a mix of Cash Consideration and Consideration Shares, and such adjustment does not constitute a material change to the overall transaction	396,242,778 (87.8612%)	54,619,874 (12.1112%)	124,580 (0.0276%)
3.	To consider and approve the details of the Company's plan for issuance of RMB Shares to purchase assets and raise supporting funds and the validity period			
(a)	Detailed plan for issuance of RMB Shares to purchase assets	396,159,350 (87.8429%)	54,636,119 (12.1148%)	190,763 (0.0423%)
	3.01 Summary of the plan			
	3.02 Counterparty	396,158,127 (87.8434%)	54,631,890 (12.1140%)	192,215 (0.0426%)
	3.03 Transaction consideration and payment method for the target assets	396,156,047 (87.8429%)	54,631,890 (12.1140%)	194,295 (0.0431%)
	3.04 Type, par value, and listing venue of the shares to be issued	396,156,035 (87.8429%)	54,633,342 (12.1143%)	192,855 (0.0428%)
	3.05 Issuance targets (recipients of the RMB Shares)	396,171,043 (87.8463%)	54,618,974 (12.1111%)	192,215 (0.0426%)
	3.06 Pricing method and price for the RMB Share issuance	396,179,127 (87.8481%)	54,612,342 (12.1096%)	190,763 (0.0423%)
	3.07 Number of RMB Shares to be issued	396,153,898 (87.8425%)	54,636,119 (12.1149%)	192,215 (0.0426%)

Ordinary Resolutions		Number of votes and percentage		
		FOR (Note)	AGAINST (Note)	ABSTAIN (Note)
	3.08 Lock-up period arrangements	396,159,347 (87.8437%)	54,630,670 (12.1137%)	192,215 (0.0426%)
	3.09 Impairment compensation arrangements	396,150,239 (87.8417%)	54,630,670 (12.1137%)	201,323 (0.0446%)
	3.10 Arrangements for profits and losses during the transition period	396,144,790 (87.8404%)	54,636,119 (12.1149%)	201,323 (0.0446%)
	3.11 Arrangements of accumulated undistributed profits	396,144,390 (87.8404%)	54,636,119 (12.1149%)	201,723 (0.0446%)
(b)	Detailed plan for raising supporting funds	390,904,822 (86.6785%)	59,647,866 (13.2262%)	429,544 (0.0952%)
	3.12 Type, par value, and listing venue of the RMB Shares to be issued			
	3.13 Issuance method and issuance targets (recipients) of the RMB Shares	390,904,822 (86.6785%)	59,647,866 (13.2262%)	429,544 (0.0952%)
	3.14 Pricing method and price for the RMB Share issuance	390,904,723 (86.6785%)	59,647,866 (13.2262%)	429,643 (0.0952%)
	3.15 Issuance size and number of RMB Shares to be issued	390,904,004 (86.6784%)	59,647,866 (13.2262%)	430,362 (0.0954%)
	3.16 Lock-up period for the RMB Shares	390,889,271 (86.6751%)	59,663,417 (13.2297%)	429,544 (0.0952%)
	3.17 Intended use of the raised supporting funds	390,917,738 (86.6814%)	59,634,950 (13.2233%)	429,544 (0.0952%)
	3.18 Arrangement of accumulated undistributed profits	390,889,271 (86.6751%)	59,663,417 (13.2297%)	429,544 (0.0952%)
(c)	Shareholder's approval	396,160,758 (87.8440%)	54,621,203 (12.1116%)	200,271 (0.0444%)
	3.19 Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders approval and specific authorization as required under the relevant provisions of the Listing Rules			
(d)	Validity period	396,148,242 (87.8412%)	54,634,119 (12.1145%)	199,871 (0.0443%)
	3.20 The resolution for this transaction will remain valid for 12 months from the date it is approved in the EGM			

Ordinary Resolutions		Number of votes and percentage		
		FOR (Note)	AGAINST (Note)	ABSTAIN (Note)
4.	To consider and approve the proposal on the “Draft Report on Hua Hong Semiconductor Limited’s Issuance of RMB Shares to Purchase Assets and Raise Supporting Funds, and Related Party Transactions” and its summary	396,220,963 (87.8564%)	54,635,019 (12.1145%)	131,250 (0.0291%)
5.	To consider and approve the proposal on entering into the “Issuance of RMB Shares and Cash Payment to Purchase Assets” subject to conditions precedent	396,202,163 (87.8522%)	54,650,019 (12.1179%)	135,050 (0.0299%)
6.	To consider and approve the proposal on entering into the “Supplemental Agreement on Issuance of RMB Shares to Purchase Assets” subject to conditions precedent	396,205,963 (87.8530%)	54,650,019 (12.1179%)	131,250 (0.0291%)
7.	To consider and approve the proposal on entering into the Compensation Agreement subject to conditions precedent	396,193,023 (87.8502%)	54,661,341 (12.1204%)	132,868 (0.0295%)
8.	To consider and approve the proposal on confirming that the Proposed Acquisition constitutes a related party/connected transaction	396,221,490 (87.8565%)	54,632,874 (12.1141%)	132,868 (0.0295%)
9.	To consider and approve the proposal on confirming that the Proposed Acquisition does not constitute a material asset restructuring nor a listing through restructuring	396,233,385 (87.8591%)	54,615,727 (12.1103%)	138,120 (0.0306%)
10.	To consider and approve the proposal on confirming that the Proposed Acquisition complies with articles 11 and 43 of the “Measures for the Administration of the Material Asset Restructurings of Listed Companies” in the PRC	396,243,179 (87.8613%)	54,611,874 (12.1094%)	132,179 (0.0293%)
11.	To consider and approve the proposal on confirming that the Proposed Acquisition complies with article 4 of the “Guidelines No. 9 for the Regulation of Listed Companies – Regulatory Requirements for Listed Companies’ Planning and Implementation of Material Asset Restructurings” in the PRC	396,243,179 (87.8613%)	54,609,874 (12.1090%)	134,179 (0.0298%)

Ordinary Resolutions		Number of votes and percentage		
		FOR (Note)	AGAINST (Note)	ABSTAIN (Note)
12.	To consider and approve the proposal on confirming that the Proposed Acquisition complies with article 11.2 of the Shanghai Listing Rules, article 20 of the “Measures for the Continuous Supervision of Companies Listed on the STAR Market (for Trial Implementation)”, and article 8 of the “Rules of the Shanghai Stock Exchange for the Examination of Significant Asset Restructurings of Listed Companies” in the PRC	396,230,191 (87.8594%)	54,609,874 (12.1091%)	142,167 (0.0315%)
13.	To consider and approve the proposal on confirming that relevant parties to the Proposed Acquisition do not fall under circumstances prohibiting participation in any material asset restructuring of listed companies	396,230,191 (87.8594%)	54,609,874 (12.1091%)	142,167 (0.0315%)
14.	To consider and approve the proposal on the stock price fluctuation of the Company prior to disclosure of information concerning the Proposed Acquisition	396,213,475 (87.8557%)	54,622,790 (12.1120%)	145,967 (0.0324%)
15.	To consider and approve the proposal on confirming that the Proposed Acquisition complies with article 11 of the “Measures for the Administration of Registration of Securities Offerings by Listed Companies” in the PRC	396,209,191 (87.8547%)	54,630,874 (12.1138%)	142,167 (0.0315%)
16.	To consider and approve the purchase and sale of assets within 12 months prior to the Proposed Acquisition	396,229,139 (87.8591%)	54,611,326 (12.1094%)	141,767 (0.0314%)
17.	To consider and approve the confidentiality measures and policies adopted for the Proposed Acquisition	396,226,391 (87.8585%)	54,609,874 (12.1091%)	145,967 (0.0324%)
18.	To consider and approve the completeness and compliance of statutory procedures for the Proposed Acquisition and the validity of submitted legal documents	396,192,475 (87.8510%)	54,643,790 (12.1166%)	145,967 (0.0324%)
19.	To consider and approve the independence of the valuer of the Target Assets, the reasonableness of the assumptions and the relevance of valuation methods for the purpose of the Asset Valuation, and the fairness of Asset Valuation results of the Proposed Acquisition	396,192,046 (87.8509%)	54,648,019 (12.1176%)	142,167 (0.0315%)

Ordinary Resolutions		Number of votes and percentage		
		FOR (Note)	AGAINST (Note)	ABSTAIN (Note)
20.	To consider and approve the accountants' report, pro forma financial information review report, and Asset Valuation Report related to the Proposed Acquisition	395,846,366 (87.7743%)	54,988,447 (12.1930%)	147,419 (0.0327%)
21.	To consider and approve the basis and fairness of pricing for the Proposed Acquisition	396,190,524 (87.8506%)	54,643,790 (12.1166%)	147,918 (0.0328%)
22.	To consider and approve the impact of the Proposed Acquisition on the dilution of immediate returns and measures to compensate returns	396,196,275 (87.8519%)	54,643,790 (12.1166%)	142,167 (0.0315%)
23.	To consider and approve the engagement of third-party advisers of the Company for the Proposed Acquisition	396,204,591 (87.8537%)	54,635,874 (12.1149%)	141,767 (0.0314%)
24.	To consider and approve the Special Deal	396,217,675 (87.8566%)	54,622,790 (12.1120%)	141,767 (0.0314%)
25.	To consider and approve the request for the general meeting of shareholders to authorize the board of directors to fully handle matters related to the Proposed Acquisition	396,225,591 (87.8584%)	54,609,874 (12.1091%)	146,767 (0.0325%)
Special Resolution		Number of votes and percentage		
		FOR (Note)	AGAINST (Note)	ABSTAIN (Note)
26	To consider and approve the Whitewash Waiver applied for by Huahong Group on behalf of the Huahong Concert Group	390,816,632 (86.6590%)	59,792,212 (13.2582%)	373,388 (0.0828%)
<i>Note:</i> All percentages are rounded up to four decimal places.				

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, such resolutions were duly passed as ordinary resolutions of the Company by the Takeovers Code Independent Shareholders, the Proposed Acquisition LR Independent Shareholders and/or the Non-public Issuance Independent Shareholders at the EGM by way of poll. As at least 75% of the votes were cast in favour of the above special resolution, such resolution was duly passed as special resolution of the Company by the Takeovers Code Independent Shareholders at the EGM by way of poll.

Pursuant to the Administrative Measures for Major Asset Restructuring of Listed Companies (《上市公司重大資產重組管理辦法》) in the PRC, resolutions number 1, 2, 3(a)(b)(d), 4 to 23 and 25 were also duly passed by not less than two-thirds of the votes cast by way of poll by the eligible Shareholders present at the EGM.

3. SATISFACTION OF CERTAIN CONDITIONS PRECEDENT OF THE ACQUISITION AGREEMENT

The Company is pleased to announce that, as of the date of this announcement:

- the Proposed Acquisition has been approved by the state owned assets supervision and administration authorities;
- the Proposed Acquisition and the Whitewash Waiver have been approved by the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders as disclosed above; and
- the Executive has granted the Whitewash Waiver (see the section headed “5. Grant of Whitewash Waiver” below).

Therefore, the conditions to the effectiveness of the Acquisition Agreement as set out in paragraphs (i) (in respect of Shareholders’ approval), (iv) and (v) of the section headed “II. Major and Connected Transaction – Proposed Acquisition – Conditions precedent to the effectiveness of the Acquisition Agreement and the Supplemental Agreement” of the Circular have been fulfilled.

Accordingly, as at the date of this announcement:

- conditions (i), (ii), (iii), (iv) and (v) have been fulfilled;
- the Company is not aware of any other approval and/or filings which are required to be obtained by it in respect of the Proposed Acquisition under condition (vii); and
- the remaining condition (vi) in respect of the approvals of the Proposed Acquisition by the Shanghai Stock Exchange and the CSRC has not been fulfilled and could only be fulfilled after the EGM in accordance with the relevant PRC laws and regulations.

4. SATISFACTION OF CERTAIN CONDITIONS PRECEDENT OF THE PROPOSED NON-PUBLIC ISSUANCE OF RMB SHARES

Further to the above, the Company is pleased to announce that, as of the date of this announcement,

- the Proposed Non-public Issuance of RMB Shares has also been approved by the competent state-owned assets supervision and administrative authorities;
- the Proposed Non-public Issuance of RMB Shares and the Special Deal have been approved by the Non-public Issuance Independent Shareholders and the Takeovers Code Independent Shareholders at the EGM respectively, as disclosed above; and
- the Executive has granted the consent to Special Deal (see the section headed “6. Consent to Special Deal” below).

Therefore, the conditions to the Proposed Non-public Issuance of RMB Shares as set out in paragraphs (ii) (in respect of Shareholders' approval), (iii) and (iv) of the section headed "III. Proposed Non-public Issuance of RMB Shares to Raise Supporting Funds – 1. Details of the Proposed Non-public Issuance of RMB Shares – Conditions precedent to the Proposed Non-public Issuance of RMB Shares" of the Circular have been fulfilled. Accordingly, as at the date of this announcement, other than conditions (ii), (iii) and (iv), none of the conditions precedent of the Proposed Non-public Issuance of RMB Shares have been fulfilled.

5. GRANT OF WHITEWASH WAIVER

The Executive has, on 9 February 2026, granted the Whitewash Waiver, subject to (i) the passing of resolutions approving (A) the Whitewash Waiver by at least 75% of the voting rights that are cast by the Takeovers Code Independent Shareholders at the EGM; and (B) the Proposed Acquisition by more than 50% of the voting rights that are cast by the Takeovers Code Independent Shareholders at the EGM, as required under the Takeovers Code; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by Huahong Group and the Huahong Concert Group between 31 August 2025 (being the date of the initial announcement of the Proposed Acquisition, the Whitewash Waiver and the Proposed Non-public Issuance of RMB Shares) and the completion of the Proposed Acquisition. The abovementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

6. CONSENT TO SPECIAL DEAL

On 9 February 2026, the Executive has conditionally consented to the Special Deal, subject to (i) the Hong Kong Independent Financial Adviser publicly stating that in its opinion, the terms of the Special Deal are fair and reasonable as far as the Takeovers Code Independent Shareholders are concerned, and (ii) the approval of the Special Deal by the Takeovers Code Independent Shareholders by way of poll at the EGM.

Both conditions imposed by the Executive have been fulfilled as at the date of this announcement.

7. EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose, set out below is the shareholding structure of the Company:

(i) as at the date of this announcement;

Shareholders	Shareholding as at the date of this announcement				Total Shares held	Percentage of issued Share capital (Note 2)
	Hong Kong Shares held	Percentage of Hong Kong Shares held	RMB Shares held	Percentage of RMB Shares held		
Huahong Group (Note 1)	347,605,650	26.14%	1,198,517	0.29%	348,804,167	20.07%
SAIL (Note 1)	188,961,147	14.21%	–	–	188,961,147	10.87%
Shanghai IC Fund	–	–	–	–	–	–
Guotou IC Fund	–	–	–	–	–	–
China IC Fund II	–	–	48,334,249	11.85%	48,334,249	2.78%
Others (Note 1)	–	–	16,856,987	4.13%	16,856,987	0.97%
<i>Huahong Concert</i> <i>Group sub-total</i>	<i>536,566,797</i>	<i>40.35%</i>	<i>66,389,753</i>	<i>16.28%</i>	<i>602,956,550</i>	<i>34.70%</i>
China IC Fund (Note 3)	62,351,603	4.69%	–	–	62,351,603	3.59%
Public	730,963,793	54.96%	341,360,247	83.72%	1,072,324,040	61.71%
Total	1,329,882,193	100%	407,750,000	100%	1,737,632,193	100.00%

(ii) immediately after Completion (assuming that (a) there will not be any further adjustments to the issue price of the Consideration Shares of RMB43.34 per Consideration Share; and (b) there will be no change in the total issued share capital of the Company since the date of this announcement save for the issue of the RMB Shares pursuant to the Acquisition Agreement (as supplemented by the Supplemental Agreement); and

Shareholding immediately after Completion of the Proposed Acquisition						
Shareholders	Hong Kong Shares held	Percentage of Hong Kong Shares held	RMB Shares held	Percentage of RMB Shares held	Total Shares held	Percentage of issued Share capital (Note 2)
Huahong Group (Note 1)	347,605,650	26.14%	125,530,570	20.97%	473,136,220	24.54%
SAIL (Note 1)	188,961,147	14.21%	–	–	188,961,147	9.80%
Shanghai IC Fund	–	–	30,761,109	5.14%	30,761,109	1.60%
Guotou IC Fund	–	–	15,619,216	2.61%	15,619,216	0.81%
China IC Fund II	–	–	68,390,263	11.43%	68,390,263	3.55%
Others (Note 1)	–	–	16,856,987	2.82%	16,856,987	0.87%
<i>Huahong Concert Group sub-total</i>	<i>536,566,797</i>	<i>40.35%</i>	<i>257,158,145</i>	<i>42.97%</i>	<i>793,724,942</i>	<i>41.16%</i>
China IC Fund (Note 3)	62,351,603	4.69%	–	–	62,351,603	3.23%
Public	730,963,793	54.96%	341,360,247	57.03%	1,072,324,040	55.61%
Total	1,329,882,193	100%	598,518,392	100%	1,928,400,585	100.00%

- (iii) immediately after Completion and the Proposed Non-public Issuance of RMB Shares (assuming that (a) the total amount of supporting funds to be raised under the Proposed Non-public Issuance of RMB Shares is RMB7,556,286,000; (b) there will not be any further adjustments to the issue price of the Consideration Shares of RMB43.34 per Consideration Share; (c) the issue price of the Proposed Non-public Issuance of RMB Shares shall be RMB111.95 per RMB Share (assuming the price determination date is the date of this announcement); (d) the subscribers of the Proposed Non-public Issuance of RMB Shares are and remain as public Shareholders of the Company; and (e) there will be no change in the total issued share capital of the Company since the date of this announcement save for the issue of the RMB Shares pursuant to the Acquisition Agreement (as supplemented by the Supplemental Agreement) and under the Proposed Non-public Issuance of RMB Shares):

Shareholding immediately after completion of the Proposed Acquisition and the Proposed Non-public Issuance of RMB Shares

Shareholders	Hong Kong Shares held	Percentage of Hong Kong Shares held	RMB Shares held	Percentage of RMB Shares held	Total Shares held	Percentage of issued Share capital (Note 2)
Huahong Group (Note 1)	347,605,650	26.14%	125,530,570	18.85%	473,136,220	23.71%
SAIL (Note 1)	188,961,147	14.21%	–	–	188,961,147	9.47%
Shanghai IC Fund	–	–	30,761,109	4.62%	30,761,109	1.54%
Guotou IC Fund	–	–	15,619,216	2.35%	15,619,216	0.78%
China IC Fund II	–	–	68,390,263	10.27%	68,390,263	3.43%
Others (Note 1)	–	–	16,856,987	2.53%	16,856,987	0.84%
<i>Huahong Concert</i>						
Group sub-total	536,566,797	40.35%	257,158,145	38.61%	793,724,942	39.77%
China IC Fund (Note 3)	62,351,603	4.69%	–	–	62,351,603	3.12%
Public	730,963,793	54.96%	408,857,218	61.39%	1,139,821,011	57.11%
Total	1,329,882,193	100%	666,015,353	100%	1,995,897,556	100.00%

Notes:

1. The shareholding of Huahong Group includes Shanghai Hua Hong International, Inc., its wholly-owned subsidiary. The shareholding of SAIL includes Wisdom Power Technology Limited, its wholly-owned subsidiary. Others include Haitong Innovation Securities Investment Co., Ltd. (海通創新證券投資有限公司), Guotai Junan Zhengyu Investment Co., Ltd. (國泰君安證裕投資有限公司) and Shanghai Technology Venture Investment (Group) Co., Ltd. (上海科技創業投資(集團)有限公司).
2. Percentage holdings are subject to rounding adjustments and may not add up to the aggregate figures shown or 100%.
3. China IC Fund is not one of the Vendors, and is not considered to be part of the Huahong Concert Group given it is not a party acting in concert with Huahong Group nor China IC Fund II to consolidate control over the Company, based on its historical investment in the Company and different compositions of fund investors and decision-making process vis-à-vis China IC Fund II.

Completion of the Proposed Acquisition is conditional upon, among other things, the approvals by the applicable competent authorities, and completion of the Proposed Non-public Issuance of RMB Shares is conditional upon, among other things, the completion of the Proposed Acquisition. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
Hua Hong Semiconductor Limited
Mr. Peng Bai
Chairman and Executive Director

Shanghai, the PRC
10 February 2026

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

Executive Director:

Peng Bai (*Chairman and President*)

Non-Executive Directors:

Jun Ye

Guodong Sun

Bo Chen

Chengyan Xiong

Independent Non-Executive Directors:

Stephen Tso Tung Chang

Kwai Huen Wong, JP

Songlin Feng

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.