THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Iluvatar CoreX Semiconductor Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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天数智芯
Iluvatar CoreX

Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上海天數智芯半導體股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9903)

(1) PROPOSED CAPITALIZATION ISSUE
(2) PROPOSED CHANGE OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the "**EGM**") of Shanghai Iluvatar CoreX Semiconductor Co., Ltd. to be held at 4:00 p.m. on Thursday, September 10, 2026 at Zhikai Conference Room, 6th Floor, Building 3, Pujiang Smart Plaza, Minhang District, Shanghai, PRC is set out on pages 17 to 18 of this circular. A form of proxy for use at the EGM is also enclosed and is available on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.iluvatar.com).

Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. not later than 4:00 p.m. on Tuesday, September 8, 2026) to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the completed and returned form of proxy will be deemed to be revoked.

All references to dates and times in this circular refer to dates and times in Hong Kong.

August 26, 2026

CONTENT

The expected timetable for the Capitalization Issue, which are subject to Shareholders' approval of resolution in respect of the Capitalization Issue at the EGM, as set forth below is indicative only and has been prepared on the assumption that all conditions to the Capitalization Issue will be fulfilled. Any consequential changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Latest time for lodging transfer documents for registration of transfer of the Shares to qualify for attending and voting at the EGM	4:30 p.m. on Friday, September 4, 2026
Closure of the H Share register of members for determining H Shareholders' entitlement to attend and vote at the EGM	Monday, September 7, 2026 to Thursday, September 10, 2026 (both days inclusive)
Latest time for lodging proxy forms for the EGM	4:00 p.m. on Tuesday, September 8, 2026
Record date for the entitlement of the H Shareholders to attend and vote at the EGM	Thursday, September 10, 2026
EGM	4:00 p.m. on Thursday, September 10, 2026
Publication of poll results announcement of the EGM	Thursday, September 10, 2026
H Share register of members re-opens	Friday, September 11, 2026
Last day of dealings in H Shares on a cum-entitlement basis relating to the Capitalization Shares	Monday, September 14, 2026
First day of dealings in H Shares on an ex-entitlement basis relating to the Capitalization Shares	Tuesday, September 15, 2026
Latest time for lodging transfer documents of H Shares for entitlement to the Capitalization Shares	4:30 p.m. on Wednesday, September 16, 2026
Closure of the H Share register of members for determining H Shareholders' entitlement to the Capitalization Issue	Thursday, September 17, 2026 to Friday, September 18, 2026 (both days inclusive)
Record Date for the entitlement of H Shareholders for the Capitalization Shares	Friday, September 18, 2026

H Share register of members re-opens . . . . Monday, September 21, 2026

Expected date to despatch the certificates for the new H Shares issued under the Capitalization Issue . . . . Tuesday, September 22, 2026

Commencement of listing and dealing in the H Shares issued under the Capitalization Issue . . . . Wednesday, September 23, 2026

Notes:

1. If there is a tropical cyclone warning signal number 8 or above, extreme conditions after super typhoons or a black rainstorm warning in Hong Kong:

   (a) in force at any local time before 12:00 noon but no longer in force after 12:00 noon, the latest time for lodging transfer documents will remain at 4:30 p.m. on the same business day;

   (b) in force at any local time between 12:00 noon and 4:30 p.m., the latest time for lodging transfer documents will be rescheduled to 4:30 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.

2. There is a time interval between the first day of dealings in H Shares on an ex-entitlement basis relating to the Capitalization Shares and the expected date to despatch of the certificates for the H Shares issued under the Capitalization Issue due to the fact that it takes time to determine the list of the H Shareholders (including overseas H Shareholders, if any) who are entitled to the Capitalization Shares and to handle related administrative matters.

3. All times and dates in this circular are Hong Kong times and dates.

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board" or "Board of Directors"	the board of Directors of the Company
"Capitalization Issue"	the proposed issue of two Capitalization Shares for every one Share to all Shareholders by way of capitalization of capital reserve
"Capitalization Share(s)"	the new Shares to be allotted and issued under the Capitalization Issue
"CCASS"	the Central Clearing and Settlement System managed by HKSCC
"Company" or "our Company"	Shanghai Iluvatar CoreX Semiconductor Co., Ltd. (上海天數智芯半導體股份有限公司) (formerly known as 上海天數智芯半導體有限公司), a joint stock company with limited liability established in China on December 29, 2015
"Company Law"	the Company Law of the PRC
"Computershare"	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at 4:00 p.m. on Thursday, September 10, 2026 at Zhikai Conference Room, 6th Floor, Building 3, Pujiang Smart Plaza, Minhang District, Shanghai, PRC or any adjournment thereof
"Group"	our Company and its subsidiaries, or our Company and any one or more of its subsidiaries, as the context may require
"H Share(s)"	shares in the share capital of our Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and are listed on the Stock Exchange
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"H Shareholder(s)"	holder(s) of H Share(s)

"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars" or "HK$"	Hong Kong Dollars, the lawful currency of Hong Kong
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Latest Practicable Date"	August 26, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
"Listing"	the listing of our H Shares on the Main Board of the Stock Exchange on January 8, 2026
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the GEM of the Stock Exchange
"PRC" or "China"	the People's Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and the region of Taiwan
"Record Date"	Friday, September 18, 2026, the record date set to determine the H Shareholders who are entitled to receive the Capitalization Shares
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Securities and Futures Ordinance" or "SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each, comprising the Unlisted Shares and H Shares
"Shareholder(s)"	holder(s) of the Share(s)
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules

"Unlisted Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi and are unlisted shares which are currently not listed or traded on any stock exchange
"%"	per cent

Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上海天數智芯半導體股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9903)

Executive Directors:
Mr. Gai Lujiang
(Chairman of the Board and Chief Executive Officer)
Mr. Sun Yile
Mr. Liu Zheng
Mr. Yang Lei

Non-executive Directors:
Mr. Wang Chen
Mr. Ding Junbo

Independent Non-executive Directors:
Dr. Teng Yong
Mr. Ren Jintao
Dr. Wang Yan

Head office, registered office and principal place of business in the PRC:
Room 101, Building 3
No. 2168 Chenhang Road
Minhang District
Shanghai
PRC

Principal place of business in Hong Kong:
40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

August 26, 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CAPITALIZATION ISSUE (2) PROPOSED CHANGE OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated August 20, 2026 in relation to, among other things, (i) the proposed Capitalization Issue and (ii) the proposed change of registered capital and amendments to the Articles of Association.

The purpose of this circular is to provide Shareholders with information, among other things, the resolutions to be proposed in the EGM regarding (i) the proposed Capitalization Issue and (ii) the proposed change of registered capital and amendments to the Articles of Association.

2. THE PROPOSED CAPITALIZATION ISSUE

A special resolution will be proposed by the Company at the EGM to consider and approve, if appropriate, based on the total share capital of the Company as at the Record Date, two Capitalization Shares to be issued to all Shareholders for every one Share being held by way of capitalization of capital reserve.

On August 20, 2026, the Board proposed the Capitalization Issue on the basis of two Capitalization Shares for every one Share by way of capitalization of capital reserve to all Shareholders, representing a total increase of 538,349,472 Shares comprising 18,431,542 new Unlisted Shares and 519,917,930 new H Shares based on the Company's total share capital of 269,174,736 Shares comprising 9,215,771 Unlisted Shares and 259,958,965 H Shares as at the Latest Practicable Date. Upon completion of the Capitalization Issue, the total issued Shares of the Company will increase from 269,174,736 Shares to 807,524,208 Shares. The actual total number of the Capitalization Shares to be issued shall be based on the total number of the Shares on the Record Date. All the Shareholders will be entitled to the Capitalization Shares on a pro rata basis.

In determining the ratio of the Capitalization Issue (i.e. two Capitalization Shares for every one Share), the Board has taken into account, among other things, (i) following completion of the Capitalization Issue, the theoretical adjusted trading price per H Share would be reduced to approximately one-third of the prevailing price, which would bring the value per board lot closer to the level at the time of the Company's initial public offering (being HKD144.6 per H Share), thereby lowering the entry threshold for potential investors; (ii) the expected proportionate adjustment to the trading price per Share, which is expected to enhance trading liquidity and broaden the shareholder base; (iii) the Board considers that the proposed ratio would be conducive to maintaining orderly trading during the ex-entitlement period (i.e. from September 15, 2026 to September 22, 2026 (both days inclusive)), and in this regard, the Company undertakes that it will not, during the ex-entitlement period, undertake any capital market activities that may adversely affect orderly trading, including but not limited to share buybacks, issuance of new Shares, grant of restricted share units and any transactions not in the ordinary course of business that would require disclosure under Chapter 14 or Chapter 14A of the Listing Rules; and (iv) the level of registered capital that the Board considers necessary to support the Company's future business expansion and to satisfy the minimum registered capital requirements that may be applicable in connection with potential future capital market activities.

It is proposed that any executive Director or authorized person is authorized to deal with all the matters in relation to the Capitalization Issue in his/her sole discretion, execute all relevant documents and make such arrangements as he/she thinks appropriate and fit to give effect to, or to implement the Capitalization Issue.

The board lot size of the H Shares for trading on the Stock Exchange is 100 H Shares. As of the Latest Practicable Date the closing price of the H Shares was HKD366.20 per H Share, and accordingly, the value per board lot of 100 H Shares was approximately HKD36,620. Assuming such closing price for illustrative purposes, the theoretical value per board lot of 100 H Shares following completion of the Capitalization Issue would be approximately HKD12,206.67 (being one-third of the value per board lot as at the Latest Practicable Date), representing a reduction of approximately 66.7% from the board lot value as at the Latest Practicable Date.

I. Reasons for the Capitalization Issue

In particular, subsequent to the Listing on January 8, 2026, the Company's business has continued to develop favourably, with its operating performance and market position demonstrating steady growth. Against this backdrop, the trading price of the H Shares experienced a sustained and significant appreciation, increasing from the initial public offering price of HKD144.6 per H Share to HKD376.60 per H Share (being the average closing price over the five trading days up to and including the Latest Practicable Date, representing an increase of approximately 160.4%). The Board noted that such appreciation had resulted in a considerably higher trading price per board lot of the H Shares relative to the initial public offering price, thereby raising the entry threshold for potential investors. The Board considers that such development, which was not anticipated at the time of the Listing, has made it desirable to explore appropriate measures (including the Capitalization Issue) to adjust the trading price per board lot to a level that would enhance the accessibility and attractiveness of the H Shares to a broader range of investors, including retail investors who may otherwise be deterred by a higher per board lot trading price, and promote trading liquidity.

In addition, as part of the Board's ongoing assessment of the Company's long-term strategic development following the Listing on January 8, 2026, the Board has been evaluating the Company's capital structure with a view to ensuring that the Company maintains sufficient flexibility to pursue future business and capital market opportunities as and when appropriate. In the course of such evaluation, the Board noted that an increase in the Company's registered capital by way of capitalization of its capital reserve would be conducive to strengthening the Company's overall financial profile and positioning the Company to satisfy the registered capital requirements that may be applicable under relevant laws and regulations in connection with any potential future fund-raising or capital market activities, including debt or equity financing arrangements, thereby preserving the Company's flexibility to access the capital markets as and when appropriate and avoiding potential delays or restrictions that could arise if the Company's registered capital were to fall short of the applicable statutory thresholds.

In light of the foregoing, the Board is of the view that the Capitalization Issue may bring certain benefits to the Shareholders and the Company generally, which may include, among other things: (i) a reduction in the trading price per board lot of the H Shares, which is expected to lower the entry threshold for investors, enhance the liquidity of trading in the H Shares and broaden the Shareholder base by making the H Shares more accessible and attractive to a wider range of investors, including retail investors who may otherwise be deterred by a higher per board lot trading price; (ii) an increase in the registered capital of the Company, which will help ensure that the Company continues to satisfy the minimum registered capital requirements under the applicable laws and regulations should the Company consider other fund-raising alternatives, including debt or equity financing arrangements, in the future, thereby preserving the Company's flexibility to access the capital markets as and when appropriate and avoiding potential delays or restrictions that could arise if the Company's registered capital were to fall short of the applicable statutory thresholds; and (iii) an increase in the registered capital of the Company that is expected to strengthen the Company's perceived financial strength and creditworthiness in the eyes of its business counterparties, as certain of the Company's existing and potential customers and suppliers require their cooperation partners to satisfy minimum registered capital thresholds as a qualification criterion or pre-condition for establishing, maintaining or expanding a business relationship (including in the context of tendering, procurement or vendor qualification processes), and the Capitalization Issue is therefore expected to support the Company's ability to meet such requirements and enhance its competitiveness in securing and sustaining business opportunities with such counterparties. The Company confirms that the Capitalization Issue was not contemplated at or prior to the time of the Listing, and was only considered by the Board after the Listing in light of the factors described above.

The Company operates in the semiconductor industry, where its existing and potential customers and business partners include large-scale enterprises, state-owned enterprises and institutions with stringent procurement policies. Such counterparties typically impose minimum registered capital thresholds as a mandatory qualification criterion in their vendor selection, tendering and procurement processes, and the Board has noted that such thresholds have been increasing over time. Without a corresponding increase in registered capital, the Company may face difficulties in meeting such requirements, which could adversely affect its ability to compete for business opportunities with these counterparties. The Capitalization Issue would increase the Company's registered capital from RMB269,174,736 to RMB807,524,208, which the Board considers would significantly enhance the Company's ability to satisfy such requirements and strengthen its competitive position in securing and maintaining business relationships with large-scale enterprises and state-owned enterprises.

Although the Company has previously conducted a placing of new H Shares following the Listing, the registered capital of the Company remains insufficient to fully meet the Company's needs with respect to its registered capital for strengthening its financial profile and competitiveness. While further equity financing could result in additional increases in registered capital, it would cause further dilution of existing Shareholders' interests and require the Company to raise funds beyond its current needs. The Board considers that it would not be appropriate to conduct further equity financing solely for the purpose of increasing registered capital. The Board has also considered, but ultimately determined not to pursue, a share subdivision as an alternative. While a share subdivision would achieve a similar effect of reducing the trading price per Share, it would not result in any increase in the Company's registered capital, and accordingly would not address the Company's need to strengthen its registered capital position to support potential future capital market activities and to satisfy the registered capital requirements that may be imposed by customers, suppliers and other business counterparties.

The Board will continue to have regard to the interests of the Company and the Shareholders as a whole in taking forward the Capitalization Issue.

II. Feasibility of the Capitalization Issue

The Company has sufficient capital reserve to conduct the Capitalization Issue. As at June 30, 2026, the capital reserve of the Company amounted to RMB7,179.89 million, of which the share premium amounted to approximately RMB5,287.60 million. After completion of the Capitalization Issue, the capital reserve of the Company will be approximately RMB6,641.54 million, of which the share premium will be approximately RMB4,749.25 million.

Taking into account the factors set out in the "Reasons for the Capitalization Issue" and "Feasibility of the Capitalization Issue" above, the Board proposes to issue two Capitalization Shares for every one Share under the Capitalization Issue by way of capitalization of capital reserve.

III. Conditions to the Capitalization Issue

The Capitalization Issue is subject to the following conditions:

(a) approval of the Capitalization Issue by the Shareholders by way of special resolution(s) at the EGM; and

(b) the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the new H Shares to be allotted and issued under the Capitalization Issue.

As at the Latest Practicable Date, no condition has been fulfilled.

IV. Status of the Capitalization Shares

The Capitalization Shares will, subject to the Articles of Association, rank *pari passu* in all respects with the Shares in issue on the date of the issue of the Capitalization Shares. Holders of the Capitalization Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Capitalization Shares are allotted and issued. The Capitalization Issue should not result in any change to the rights of the Shares nor any new class of Shares to be listed.

V. Fractional Capitalization Shares

In respect of the H Shareholders, the new H Shares will be issued on a pro rata basis, and any fractional Shares (if any) will be rounded down to the nearest whole unit. No fractional Capitalization Shares shall be allotted to the H Shareholders and fractional entitlements (if any) will be aggregated and sold for the benefit of the Company.

In respect of the holders of Unlisted Shares, the new Unlisted Shares will be issued on a pro rata basis, and for any fractional Unlisted Shares arising from the Capitalization Issue, China Securities Depository and Clearing Co., Ltd. (the "**CSDC**") will rank in descending order based on the decimal number of their fractional Unlisted Shares, if the decimal number of their fractional Unlisted Shares is the same, they will be randomly ranked by the registrar system of securities. CSDC will register one allotted Share based on the ranking order, until the actual number of new Unlisted Shares issued equals to the total number of new Unlisted Shares to be issued under the Capitalization Issue, which will be conclusively evidenced by the result announced by the CSDC.

VI. Arrangement on Odd Lot Trading

In order to facilitate the trading of odd lots (if any) of the new H Shares arising from the Capitalization Issue, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching service, on a best effort basis, to those H Shareholders who wish to acquire odd lots of H Shares to make up a full board lot, or to dispose of their holding of odd lots of the new H Shares during the period from 9:00 a.m. on Wednesday, September 23, 2026 to 4:00 p.m. on Wednesday, October 21, 2026. H Shareholders who wish to take advantage of this service should, directly or through their brokers contact Computershare at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period. H Shareholders who would like to match odd lots are required to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited set out above. H Shareholders in odd lots should note that successful matching of the sale and purchase of odd lots of the H Shares is not guaranteed. H Shareholders who are in doubt about this service are recommended to consult their professional advisors.

VII. Overseas H Shareholders

As at the Latest Practicable Date and based on the information provided by the H Share registrar of the Company, none of the H Shareholders as recorded on the register of members of the Company had address(es) which is/are outside PRC and Hong Kong.

Upon the Capitalization Issue becoming unconditional or should there be any overseas Shareholders on the Record Date, the Company will make enquiry under Rule 13.36(2)(a) and Rule 19A.38 of the Listing Rules on whether there are any overseas Shareholders located in other jurisdictions, and if there are such overseas Shareholders, then the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the relevant overseas Shareholders to be eligible to take part in the Capitalization Issue pursuant to the Listing Rules. Upon such enquiry, if the Board is of the view that the exclusion of the overseas Shareholders is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Capitalization Shares will not be issued to those overseas Shareholders. If any such overseas Shareholder is excluded, arrangements will be made for the Capitalization Shares which would otherwise have been issued to the overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each overseas Shareholder, after deduction of expenses, of HK$100 or more will be distributed in HK$ to the relevant overseas Shareholders, by post at his/her/its own risk, unless the amount falling to be distributed to any such person is less than HK$100 in which case it will be retained for the benefit of the Company.

Accordingly, overseas Shareholders receiving this circular about the Capitalization Issue may not be treated the same as an invitation to participate in the Capitalization Issue unless invitation could lawfully be made to him/her/it without requiring the Company or such overseas Shareholders to comply with any registration or other legal requirements in the relevant jurisdiction(s). Furthermore, any Shareholder with a registered address outside the PRC and Hong Kong or otherwise residing outside the PRC and Hong Kong should consult his/her/its professional advisers as to whether his/her/its is permitted to receive the Capitalization Shares under the Capitalization Issue and the taxation consequences of his/her/its decision. It is the responsibility of the Shareholders who wish to receive the Capitalization Shares under the Capitalization Issue to comply with the laws of the relevant jurisdiction(s).

VIII. Eligibility for Capitalization Shares of Shareholders trading through Southbound Trading

As at the Latest Practicable Date, the H Shares are eligible for investors of Shenzhen Stock Exchange and Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares listed on the Stock Exchange (the "**Southbound Trading**"). Subject to compliance with the relevant laws or regulations in the PRC, new H Shares will be allotted to the H Shareholders in the PRC who are holding the H Shares through Southbound Trading.

IX. Taxation

According to the relevant provisions of the State Administration of Taxation of the PRC, the Capitalization Issue of the Company shall be proceeded by the capital reserve from equity/share premium, and is exempt from any income tax or any withholding tax under the taxation laws of the PRC. Therefore, no taxation liabilities in the PRC will assume under the Capitalization Issue.

Trading in the new H Shares is subject to Hong Kong stamp duty.

Should the H Shareholders have any doubt in relation to the taxation arrangements, they are recommended to consult their tax advisors for relevant tax impact in mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares. None of the Company, its Directors or any other parties involved in the Capitalization Issue accepts responsibility for any tax implication or liabilities of the H Shareholders.

X. Effect to the Shareholding upon Completion of the Capitalization Issue

As at the Latest Practicable Date, the Company did not have any outstanding options, warrants, derivatives or other similar rights or securities which are convertible into or exchangeable for Shares, and there were no other arrangements that may result in the issue of any new Shares prior to the Record Date.

The shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of allotment and issue of Capitalization Shares is set out below (assuming there is no change in the total issued share capital of the Company since the Latest Practicable Date save for the issue of the Capitalization Shares under the Capitalization Issue to the Record Date):

	Immediately before Capitalization Issue			Immediately after the Capitalization Issue		
Category of Shares	Number of Shares	Approximate percentage of Unlisted Shares or H Shares (as the case may be)	Approximate percentage of total issued Shares	Number of Shares	Approximate percentage of Unlisted Shares or H Shares (as the case may be)	Approximate percentage of total issued Shares
Unlisted Shares	9,215,771	100.00%	3.42%	27,647,313	100.00%	3.42%
H Shares	259,958,965	100.00%	96.58%	779,876,895	100.00%	96.58%
Total number of Shares	**269,174,736**	—	**100.00%**	**807,524,208**	—	**100.00%**

XI. Application for Listing

None of the existing equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Hong Kong Stock Exchange, and no listing of or permission to deal in any equity or debt securities of the Company is being or is proposed to be sought on any other stock exchange. Application will be made by the Company to the Listing Committee of the Hong Kong Stock Exchange for approval on the listing of and permission to deal in the 519,917,930 new H Shares issued under the Capitalization Issue. Subject to the satisfaction of the conditions set out in "Conditions to the Capitalization Issue" above (including but not limited to the granting of the aforesaid approval by the Stock Exchange), the 519,917,930 new H Shares will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in the CCASS. All necessary arrangements will be made by the Company for the Capitalization H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All new H Shares will be registered at the register of members of H Shares kept by the Company in Hong Kong. Aside from the Hong Kong Stock Exchange, the new H Shares will not be listed on or dealt in any other stock exchanges, and the Company is not currently seeking for or proposing to seek for the listing or trading on any other stock exchanges for the new H Shares. All Capitalization Shares are non-renounceable. Shareholders will receive one share certificate for all the Capitalization Shares being allotted.

Subject to the Capitalization Issue becoming unconditional, the certificates of new H Shares will be despatched by ordinary post to the H Shareholders who are entitled thereto on Tuesday, September 22, 2026 at their own risk. In case of joint Shareholders, certificates of new H Shares will be posted to the first named person on the H Shareholder's register in respect of such joint shareholding. For the date of despatch of the certificates for the Capitalization H Shares and the date of the commencement of dealings in the Capitalization H Shares, please refer to the section headed "Expected Timetable" of this circular.

XII. Risk Warning for Trading in H Shares

H Shareholders should note that H Shares are expected to be dealt in on an ex-entitlement basis commencing from Tuesday, September 15, 2026. The Capitalization Issue set out in this circular is conditional and will not proceed unless all such conditions are fulfilled. Any person dealing in H Shares on an ex-entitlement basis prior to the satisfaction of such conditions and the obtaining of necessary approvals will bear the risk that the proposed Capitalization Issue may not become unconditional or may not proceed at all. Shareholders or potential investors shall seek professional advice from their own professional consultants should they have any doubt on their situations.

3. PROPOSED CHANGE OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Given that the total issued Shares of the Company shall increase from 269,174,736 Shares to 807,524,208 Shares and the registered capital shall increase from RMB269,174,736 to RMB807,524,208 after the completion of the Capitalization Issue, on August 20, 2026, the Board proposed to increase the registered capital of the Company from RMB269,174,736 to RMB807,524,208 and make corresponding amendments to the Articles of Association. The Board considers that the proposed change of registered capital and amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole.

The full text of the proposed amendments to the Articles of Association, which were prepared in the Chinese language, is set out in Appendix I to this circular. In the event of any discrepancy between the English and the Chinese versions of the proposed amendments to the Articles of Association, the Chinese version shall prevail.

The proposed change of registered capital and amendments to the Articles of Association are subject to the approval at the Shareholders' meeting. The resolution in relation to the proposed change of registered capital and amendments to the Articles of Association will be put forward at the EGM as a special resolution for consideration and, if thought fit, approval by the Shareholders.

Prior to the completion of the Capitalization Issue and the passing of change of registered capital and amendments to the Articles of Association at the Shareholders' meeting, the existing Articles of Association remain valid.

4. NOTICE OF EXTRAORDINARY GENERAL MEETING

The EGM will be held at 4:00 p.m. on Thursday, September 10, 2026 at Zhikai Conference Room, 6th Floor, Building 3, Pujiang Smart Plaza, Minhang District, Shanghai, PRC for Shareholders to consider, and if thought fit, approve the resolutions in relation to, among others, (i) the proposed Capitalization Issue and (ii) the proposed change of registered capital and amendments to the Articles of Association. The notice of the EGM is set out on pages 17 to 18 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of shareholders at general meetings must be taken by poll except where the chairman of the annual general meeting, 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. Accordingly, resolutions to be proposed at the EGM will be voted on by poll. The Company will publish an announcement of the poll results after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. Save as disclosed in this circular, no Shareholder has a material interest in the matters to be approved and therefore no Shareholder is required to abstain from voting in respect of such resolutions.

For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, September 7, 2026 to Thursday, September 10, 2026 (both days inclusive), during which period no transfer of H Shares will be effected. The record date for determining the entitlement of holders of H Shares to attend and vote at the EGM will be Thursday, September 10, 2026. In order to be eligible to attend and vote at the EGM, holders of unregistered H Shares of the Company must ensure that all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre,183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Friday, September 4, 2026, being the closing date for registration.

A proxy form for use at the EGM is enclosed with this circular and is also available on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.iluvatar.com). You must complete and sign the proxy form in accordance with the instructions printed thereon and deposit it together with the power of attorney or other authority (if any) signed or a notarized copy of such power of attorney or authority with Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, at 17M Floor, Hopewell Centre,183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM (or any adjournment thereof), i.e. not later than 4:00 p.m. on Tuesday, September 8, 2026. Completion and return of the proxy form shall not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish, in which case the completed and returned proxy form shall be deemed to have been withdrawn.

5. CLOSURE OF REGISTER OF MEMBERS

I. To be qualified to attend and vote at the EGM

For the purpose of determining the list of the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, September 7, 2026 to Thursday, September 10, 2026 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Thursday, September 10, 2026 are entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by relevant share certificates must be lodged with the H share registrar of the Company, Computershare (for holders of H Shares) at Shops 1712–1716, 17th Floor, Hopewell Centre,183 Queen's Road East, Wan Chai, Hong Kong, or to the board office of the Company in the PRC (for holders of Unlisted Shares) at Room 101, Building 3, No. 2168 Chenhang Road, Minhang District, Shanghai, the PRC not later than 4:30 p.m. on Friday, September 4, 2026.

II. To be qualified for the allotment and issue of the Capitalization Shares

For the purpose of determining the list of the Shareholders who are entitled to receive the Capitalization Shares, the register of members of the Company will be closed from Thursday, September 17, 2026 to Friday, September 18, 2026 (both dates inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Friday, September 18, 2026 are entitled to receive the Capitalization Shares. In order to be entitled to receive the Capitalization Shares, all transfer documents accompanied by relevant share certificates must be lodged with the H share registrar of the Company, Computershare (for holders of H Shares) at Shops 1712–1716, 17th Floor, Hopewell Centre,183 Queen's Road East, Wan Chai, Hong Kong, or to the board office of the Company in the PRC (for holders of Unlisted Shares) at Room 101, Building 3, No. 2168 Chenhang Road, Minhang District, Shanghai, the PRC not later than 4: 30 p.m. on Wednesday, September 16, 2026.

6. RECOMMENDATION

The Directors are of the view that the proposed resolutions set out in the notice of EGM in relation to (i) the proposed Capitalization Issue and (ii) the proposed change of registered capital and amendments to the Articles of Association are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By order of the Board
Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上海天數智芯半導體股份有限公司
Mr. Gai Lujiang
Chairman

The full text of the proposed amendments to the Articles of Association is set out below.

Existing Articles	Revised Articles
Article 6	**Article 6**
The registered capital of the Company is RMB269,174,736.	The registered capital of the Company is RMB807,524,208.
	Upon the completion of capitalization issue, the Company has increased 538,349,472 new shares; its shareholding structure is as follows: 807,524,208 ordinary shares, comprising 779,876,895 H shares and 27,647,313 unlisted shares.

Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上 海 天 數 智 芯 半 導 體 股 份 有 限 公 司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9903)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**EGM**") of Shanghai Iluvatar CoreX Semiconductor Co., Ltd. (the "**Company**") will be held at 4:00 p.m. on Thursday, September 10, 2026 at Zhikai Conference Room, 6th Floor, Building 3, Pujiang Smart Plaza, Minhang District, Shanghai, PRC for the purpose of considering and, if thought fit, passing the following resolutions:

Special Resolutions

1. To consider and, if thought fit, approve (a) the issue of two capitalization shares for every one share of the Company held by the Shareholders whose names appear on the register of members of the Company on the relevant record date, by way of capitalization of capital reserve; and (b) any executive Director or authorized person of the Company be and is hereby authorized to deal with all the matters in relation to the Capitalization Issue in his/her sole discretion, execute all relevant documents and make such arrangements as he/she thinks appropriate and fit to give effect to, or to implement the Capitalization Issue.

2. To consider and, if thought fit, approve the proposed change of registered capital and amendments to the Articles of Association.

By order of the Board
Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上海天數智芯半導體股份有限公司
Mr. Gai Lujiang
Chairman

Hong Kong, August 26, 2026

As at the date of this notice, the Board comprises Mr. Gai Lujiang, Mr. Sun Yile, Mr. Liu Zheng and Mr. Yang Lei as executive Directors, Mr. Wang Chen and Mr. Ding Junbo as non-executive Directors, and Dr. Teng Yong, Mr. Ren Jintao and Dr. Wang Yan as independent non-executive Directors.

Notes:

1. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all resolutions at the EGM will be voted on by poll (except where the chairman decides to allow a resolution on a procedural or administrative matter to be voted on by a show of hands). Poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is appointed, the number of Shares to which each proxy relates shall be stated in the relevant proxy form. Every member present in person or by proxy shall have one vote for every Share held by him.

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 notarially certified copy of that power or authority, must be deposited at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 48 hours before the time appointed for holding the EGM (or any adjournment thereof), that is, not later than 4:00 p.m. on Tuesday, September 8, 2026. After completing and returning the proxy form, a Shareholder of the Company may still attend and vote in person at the meeting, in which case the instrument appointing a proxy will be deemed to be revoked.

4. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, September 7, 2026 to Thursday, September 10, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date for determining the entitlement of holders of H Shares to attend and vote at the EGM will be Thursday, September 10, 2026. In order to be eligible to attend and vote at the EGM, holders of unregistered H shares of the Company must ensure that all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Friday, September 4, 2026, being the closing date for registration.

5. All times and dates referred to in this notice are Hong Kong time and dates.