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

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Ingenic 君正

Ingenic Semiconductor Co., Ltd.

北京君正集成电路股份有限公司

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

(Stock Code: 3223)

**(1) COMPLETION OF CERTAIN INVESTMENT PROJECT FUNDED
BY PROCEEDS AND THE PERMANENT USE OF SURPLUS PROCEEDS TO
SUPPLEMENT WORKING CAPITAL**

AND

**(2) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING
OF 2026**

The meanings of all terms used in this circular are set out in the section headed "Definitions" of this circular. A letter from the Board is set out on pages 3 to 9 of this circular.

The EGM of the Company will be held at the Company's conference room, Building 14, East Block, 10 Xibeiwang East Road, Haidian District, Beijing at 3:00 p.m. on Tuesday, September 22, 2026. The notice convening the EGM is set out on pages 10 to 11 of this circular.

The form of proxy for use at the EGM is published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.ingenic.com.cn). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. After completing and returning the form of proxy, you may still attend and vote in person at the EGM or any adjournment thereof if you so wish.

September 2, 2026

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DEFINITIONS

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

“A Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the ChiNext of the Shenzhen Stock Exchange
“Board”	the board of Directors of the Company
“Company”	Ingenic Semiconductor Co., Ltd. (北京君正集成電路股份有限公司), a limited liability company established in the PRC on July 15, 2005, which was converted into a joint stock company on December 24, 2009, formerly known as Ingenic Semiconductor Company Limited (北京君正集成電路有限公司), with its H Shares and A Shares listed on the Hong Kong Stock Exchange (stock code: 3223) and the Shenzhen Stock Exchange (stock code: 300223), respectively
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of 2026 of the Company to be held at the Company’s conference room, Building 14, East Block, 10 Xibeiwang East Road, Haidian District, Beijing at 3:00 p.m. on Tuesday, September 22, 2026, or any adjournment thereof
“H Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed and traded on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“%”	per cent

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北京君正集成電路股份有限公司

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(Stock Code: 3223)

Executive Directors:

Dr. Liu Qiang (劉強) (*Chairman*)

Mr. Zhang Jin (張緊)

Mr. Xian Yonghui (冼永輝)

Mr. Huang Lei (黃磊)

Non-executive Directors:

Mr. Li Jie (李杰)

Mr. Zheng Hao (鄭浩)

Ms. Zhang Yanxiang (張燕祥)

Independent Non-executive Directors:

Mr. Ye Jinfu (葉金福)

Dr. Xiao Limin (肖利民)

Ms. Yu Ying (于瑩)

Mr. Xiang Zuo (向左)

Registered Office and Headquarters

in Mainland China:

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10 Xibeiwang East Road

Haidian District

Beijing

PRC

Principal Place of Business

in Hong Kong:

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

September 2, 2026

To the Shareholders

Dear Sir or Madam,

**(1) COMPLETION OF CERTAIN INVESTMENT PROJECT FUNDED
BY PROCEEDS AND THE PERMANENT USE OF SURPLUS PROCEEDS TO
SUPPLEMENT WORKING CAPITAL
AND
(2) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING
OF 2026**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM to be held on Tuesday, September 22, 2026 and details of the resolution to be proposed at the EGM for your consideration and approval, and all the information reasonably necessary to enable you to make an informed decision on whether to vote for, against or abstain from voting on such resolution.

LETTER FROM THE BOARD

II. COMPLETION OF CERTAIN INVESTMENT PROJECT FUNDED BY PROCEEDS AND THE PERMANENT USE OF SURPLUS PROCEEDS TO SUPPLEMENT WORKING CAPITAL

(I) Basic Information on the Proceeds from the Issuance of Shares to Specified Investors in 2021

1. *Actual amount of proceeds and receipt of funds*

As approved by the CSRC in the Reply on Approving the Registration of Issuance of Shares to Specified Investors by Ingenic Semiconductor Co., Ltd. (Zheng Jian Xu Ke [2021] No. 3097) (《關於同意北京君正集成電路股份有限公司向特定對象發行股票註冊的批覆》(證監許可[2021]3097號)), the Company issued 12,592,518 RMB ordinary Shares (A Shares) to specified investors in 2021 at an issue price of RMB103.77 per Share. As of October 29, 2021, the total proceeds of the Company amounted to RMB1,306,725,592.86. After deducting securities underwriting and sponsorship fees (inclusive of tax), the actual proceeds received amounted to RMB1,282,076,091.37. The net proceeds, after deducting all issue expenses exclusive of tax of RMB26,039,208.28 from the total proceeds, amounted to RMB1,280,686,384.58.

The receipt of the aforesaid proceeds has been verified by ShineWing Certified Public Accountants (Special General Partnership), which issued the Capital Verification Report of Ingenic Semiconductor Co., Ltd. as of October 29, 2021 (XYZH/2021BJAB11063) (「XYZH/2021BJAB11063」號《北京君正集成電路股份有限公司2021年10月29日驗資報告》). The Company has deposited the proceeds in a special account.

2. *Management of proceeds*

In order to regulate the management and use of proceeds and protect the rights and interests of investors, the Company has formulated the Administrative Measures for Proceeds of Ingenic Semiconductor Co., Ltd. (《北京君正集成電路股份有限公司募集資金管理辦法》) (the “**Administrative Measures for Proceeds**”) in accordance with the requirements of laws, regulations and normative documents such as the Regulatory Rules for Listed Companies on the Use of Proceeds (《上市公司募集資金監管規則》), the Self-Regulatory Guideline No. 2 of the Shenzhen Stock Exchange — Standardized Operation of Listed Companies on the ChiNext (《深圳證券交易所上市公司自律監管指引第2號—創業板上市公司規範運作》), and the Rules Governing the Listing of Stocks on the ChiNext of the Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), and in light of the actual situation. According to the provisions of the Administrative Measures for Proceeds, the Company has deposited the proceeds in a special account and implemented strict approval procedures for the use of proceeds to ensure that they are used for specific purposes.

LETTER FROM THE BOARD

The Company and its subsidiaries have signed the Tripartite Supervision Agreement for Proceeds (《募集資金三方監管協定》) and the Quadripartite Supervision Agreement for Proceeds (《募集資金四方監管協議》) with the sponsor institution and the commercial banks where the proceeds are deposited. The aforesaid supervision agreements do not have any material difference from the template of the tripartite supervision agreement for proceeds of the Shenzhen Stock Exchange, and comply with the requirements of the Self-Regulatory Guideline No. 2 of the Shenzhen Stock Exchange — Standardized Operation of Listed Companies on the ChiNext and other relevant regulations. There are no issues with the performance of the agreements.

3. Use of proceeds

As of March 31, 2026, the Company had cumulatively invested RMB649.2569 million of the proceeds from the 2021 issuance of Shares to specified investors in funded projects, paid related issue expenses of RMB2.8019 million (exclusive of securities underwriting and sponsorship fees), and the cumulative net interest income from bank deposit accounts and gains from cash management after deducting handling fees amounted to RMB66.1025 million, with the total balance of the proceeds account amounting to RMB696.1195 million.

As of March 31, 2026, the use of each investment project funded by proceeds is as follows:

Unit: RMB'0,000

Investment projects funded by proceeds	Whether the project has been changed (including partial changes)	Total committed investment amount of proceeds	Adjusted total investment amount of proceeds (1)	Cumulative investment amount of proceeds (2)	Investment progress (3) = (2)/(1)	Date of reaching the expected condition for use
Embedded MPU series chip R&D and industrialization project	No	21,155.3	21,155.3	4,364.86	20.63%	September 1, 2029
Intelligent video series chip R&D and industrialization project	No	36,239.16	36,239.16	13,500.05	37.25%	September 1, 2029
Automotive LED lighting series chip R&D and industrialization project	Yes	17,542.44	6,587.39	6,576.90	99.84%	Changed
Automotive ISP series chip R&D and industrialization project	Yes	23,735.66	1,671.06	1,671.06	100%	Changed
Supplementation of working capital	No	29,254.83	29,254.83	29,355.36	100.34%	N/A
Hefei Ingenic R&D center project	No	0.00	11,332.64	9,447.24	83.36%	May 19, 2026
3D DRAM chip R&D and industrialization project	No	0.00	23,560.28	10.23	0.04%	May 12, 2030

Note: The automotive LED lighting series chip R&D and industrialization project has been changed to the Hefei Ingenic R&D center project, and the automotive ISP series chip R&D and industrialization project has been changed to the 3D DRAM chip R&D and industrialization project.

LETTER FROM THE BOARD

(II) Information on the Investment Project Funded by Proceeds Completed this Time

The investment project funded by proceeds completed this time is the Hefei Ingenic R&D center project, which has reached the expected condition for use. Details are as follows:

1. *Use and surplus of proceeds for the investment project funded by proceeds completed this time*

As of May 19, 2026, the use of the proceeds is as follows:

Unit: RMB'0,000

	Adjusted total investment amount of proceeds (1)	Cumulative investment amount of proceeds (2)	Investment progress (3) = (2)/(1)	Amount of surplus proceeds (including interest income)
Proceeds Investment project				
Hefei Ingenic R&D center project	11,332.64	10,124.28	89.34%	1,497.99

Note 1: The surplus proceeds include interest income after deducting bank handling fees. The final amount is subject to the balance of the special account for proceeds at the time of transfer.

Note 2: The above information are the preliminary calculation results of the Company, and the final statistics are subject to the annual assurance report on the deposit, management and use of proceeds issued by the accounting firm.

2. *Main reasons for the completion of the investment project funded by proceeds and the surplus of proceeds*

- (1) During the implementation of the investment project funded by proceeds, the Company has strictly complied with the relevant regulations on the management of proceeds and used the proceeds prudently based on the principle of reasonableness, efficiency and economy. While ensuring project quality and controlling implementation risks, the Company strengthened the control, supervision, and management of expenses at all stages of project construction. Through rational scheduling and optimal allocation of resources, it reduced project costs and expenses, thereby saving a portion of the proceeds and resulting in actual investment amounts that were lower than the planned investment amounts for the funded projects.

LETTER FROM THE BOARD

- (2) In accordance with relevant regulations, the Company has deposited the proceeds in a quadripartite supervision special account, and the proceeds have also generated certain interest income during the period when the funds were held in such account.

(III) Plan for the use of surplus proceeds and its impact on the Company's operations

In view of the fact that the Company has completed the relevant project construction of the above-mentioned funded project, which the Company proposes to conclude this time, as planned, in order to improve the efficiency of the use of proceeds, according to the relevant requirements of normative documents such as the Regulatory Rules for Listed Companies on the Use of Proceeds, the Rules Governing the Listing of Stocks on the ChiNext of the Shenzhen Stock Exchange, the Self-Regulatory Guideline No. 2 of the Shenzhen Stock Exchange — Standardized Operation of Listed Companies on the ChiNext and the Company's internal systems, the Company intends to permanently use the surplus proceeds of the above-mentioned investment plans totaling RMB14.9799 million (including interest income, with the final amount subject to the bank balance on the date of transfer) to supplement working capital for the Company's daily production and operating activities.

The Company's use of surplus proceeds to permanently supplement working capital is a prudent decision based on the actual production and operation needs of the Company, which is in line with the requirements of the Company's long-term development, will not have a material adverse impact on the Company's normal production and operation, and does not constitute a disguised change in the use of proceeds or harm the interests of Shareholders, especially the interests of minority Shareholders.

This resolution was considered and approved at the Board meeting on May 21, 2026. The Board is of the view that: given that the Hefei Ingenic R&D center project of the Company has been completed, in order to improve the efficiency of fund use, it was agreed that the Company complete the funded project and use the surplus proceeds of RMB14.9799 million (including interest income, with the final amount subject to the bank balance on the date of transfer) to permanently supplement the working capital required for the Company's daily operations. It is now proposed to the EGM for consideration and approval by way of an ordinary resolution.

LETTER FROM THE BOARD

III. NOTICE OF THE EGM

The EGM will be held at the Company's conference room, Building 14, East Block, 10 Xibeiwang East Road, Haidian District, Beijing at 3:00 p.m. on Tuesday, September 22, 2026. The notice convening the EGM is set out on pages 10 to 11 of this circular. The above documents and the form of proxy for use at the EGM are published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.ingenic.com.cn).

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has a material interest in the resolution to be proposed at the EGM and is required to abstain from voting at the EGM.

Shareholders who intend to appoint a proxy to attend the EGM are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof 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. After completing and returning the form of proxy, you may still attend and vote in person at the EGM or any adjournment thereof if you so wish.

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders entitled to attend the EGM, the register of members of the Company will be closed from Thursday, September 17, 2026 to Tuesday, September 22, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date for determining the eligibility of holders of H Shares to attend and vote at the EGM will be Tuesday, September 22, 2026.

In order to be eligible to attend and vote at the EGM, holders of H Shares whose transfers have not been registered must lodge the transfer documents together with the relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:30 p.m. on Wednesday, September 16, 2026.

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in the notice of the EGM will be voted on by way of poll. The poll results will be announced by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

VI. RECOMMENDATION

The Board is of the opinion that the resolution to be proposed at the EGM is in the best interests of the Company and its Shareholders. Accordingly, the Board recommends that the Shareholders vote in favor of the resolution to be proposed at the EGM.

By order of the Board
Ingenic Semiconductor Co., Ltd.
Dr. Liu Qiang
*Executive Director, Chairman of the Board
and General Manager*

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2026

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(Stock Code: 3223)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2026

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2026 (the “EGM”) of Ingenic Semiconductor Co., Ltd. (the “Company”) will be held at the Company’s conference room, Building 14, East Block, 10 Xibeiwang East Road, Haidian District, Beijing at 3:00 p.m. on Tuesday, September 22, 2026 to consider and, if thought fit, pass the following resolution. Unless the context otherwise requires, terms used in this notice shall have the same meanings as those defined in the circular of the Company dated September 2, 2026.

ORDINARY RESOLUTION

1. To consider and approve the Resolution on the Completion of Certain Investment Project Funded by Proceeds and the Permanent Use of Surplus Proceeds to Supplement Working Capital.

By order of the Board

Ingenic Semiconductor Co., Ltd.

Dr. Liu Qiang

*Executive Director, Chairman of the Board
and General Manager*

Beijing, the PRC, September 2, 2026

As of the date of this notice, the Board comprises (i) Dr. Liu Qiang, Mr. Zhang Jin, Mr. Xian Yonghui and Mr. Huang Lei as executive Directors; (ii) Mr. Li Jie, Mr. Zheng Hao and Ms. Zhang Yanxiang as non-executive Directors; and (iii) Mr. Ye Jinfu, Dr. Xiao Limin, Ms. Yu Ying and Mr. Xiang Zuo as independent non-executive Directors.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2026

Notes:

1. The resolution to be proposed at the EGM will be voted on by way of poll.
2. For the purpose of determining the Shareholders entitled to attend the EGM, the register of members of the Company will be closed from Thursday, September 17, 2026 to Tuesday, September 22, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date for determining the eligibility of holders of H Shares to attend and vote at the EGM will be Tuesday, September 22, 2026. In order to be eligible to attend and vote at the EGM, holders of H Shares of the Company whose transfers have not been registered must lodge the transfer documents together with the relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:30 p.m. on Wednesday, September 16, 2026.
3. Shareholders entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares represented by each proxy should be specified at the time of appointment.
4. The form of proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a legal person, it must be affixed with the corporate seal or signed by its director or a duly authorized representative. If the form is signed by a representative of the Shareholder, the power of attorney or other authorization documents authorizing the representative to sign must be notarized.
5. To be valid, for holders of H Shares, the form of proxy and (if the form of proxy is signed by a person on behalf of the appointor under a power of attorney or other authority) the notarized power of attorney or other authority must be delivered 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, not less than 24 hours before the time appointed for holding the EGM. After completing and returning the form of proxy, a Shareholder may still attend and vote in person at the EGM or any adjournment thereof if he/she so wishes.
6. Shareholders or their proxies attending the EGM must present their identification documents.
7. The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.
8. Unless otherwise specified, all times refer to Hong Kong local time.