



# HUA HONG GRACE SEMICONDUCTOR LIMITED

## 華虹宏力半導體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01347)

### PROXY FORM Extraordinary General Meeting to be held on 22 October 2026

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being shareholder of \_\_\_\_\_ shares of Hua Hong Grace Semiconductor Limited (the "Company")  
hereby appoint (Note 1) \_\_\_\_\_  
of \_\_\_\_\_

or failing him/her the duly appointed Chairman of the Extraordinary General Meeting as my/our proxy to attend, act and vote on my/our behalf at the Extraordinary General Meeting of the shareholders of the Company to be held as a hybrid meeting on Thursday, 22 October 2026 at 2:30 p.m. at No. 288, Halei Road, Pudong New Area, Shanghai, PRC and a virtual meeting online and at any adjournment thereof and, in particular, to vote in respect of the undermentioned resolutions as indicated below.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 September 2026.

| Ordinary Resolutions |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | FOR<br>(Note 2) | AGAINST<br>(Note 2) | ABSTAIN<br>(Note 2) |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|---------------------|---------------------|
| 1.                   | Subject to and conditional upon the State-owned Assets Supervision and Administration Commission of Shanghai Municipal Government granting approval of the share option scheme of the Company (the "New Share Option Scheme") and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting approval of the listing of, and permission to deal in, shares of the Company (the "Shares") which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the New Share Option Scheme, the rules of which are contained in the document marked "A" produced to the meeting and for the purposes of identification signed by the chairman of the meeting, the New Share Option Scheme be and is hereby approved and adopted as at the date of passing this resolution and that the directors of the Company (the "Directors") be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation: (a) to manage and administer the New Share Option Scheme; (b) to modify and/or amend the New Share Option Scheme from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"); (c) the Directors be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme and the Listing Rules as at the date of passing of this resolution, and to allot and issue from time to time such number of Shares as may fall to be issued pursuant to the exercise of the options under the New Share Option Scheme, provided always that the total number of Shares subject to the New Share Option Scheme, when aggregated with any Shares subject to any grants after the date of passing this resolution pursuant to any other share option schemes of the Company, shall not exceed 10% of the relevant class of the Shares in issue as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and any other share option schemes of the Company, and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 10% of the relevant class of the Shares in issue from time to time; and (d) to take all such steps as may be necessary, desirable or expedient to carry into effect the New Share Option Scheme from the close of business of the day on which this resolution is passed. |                 |                     |                     |
| 2.                   | Subject to the adoption of the New Share Option Scheme, the grant of no more than 52,140,000 share options (the "2026 Options") under the New Share Option Scheme, be and are hereby approved and adopted as at the date of passing this resolution and that the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2026 Options, including but without limitation: (a) to manage and administer the 2026 Options; (b) to modify and/or amend the 2026 Options from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the 2026 Options; (c) the Directors be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the 2026 Options as at the date of passing of this resolution, and to allot and issue from time to time such number of Shares as may fall to be issued pursuant to the exercise of the options under the 2026 Options, provided always that the total number of Shares subject to the New Share Option Scheme, inclusive of the 2026 Options, when aggregated with any Shares subject to any grants after the date of passing this resolution pursuant to any other share option schemes of the Company, shall not exceed 10% of the relevant class of the Shares in issue as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and any other share option schemes of the Company, and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 10% of the relevant class of the Shares in issue from time to time; and (d) to take all such steps as may be necessary, desirable or expedient to carry into effect the 2026 Options from the close of business of the day on which this resolution is passed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                 |                     |                     |

As witness my/our hand this \_\_\_\_\_ day of \_\_\_\_\_, 2026

Signature(s) (Note 4): \_\_\_\_\_  
shareholder(s) of the Company

#### Notes:

- A proxy need not be a shareholder of the Company. A shareholder is entitled to appoint a proxy of his/her own choice to attend and vote instead of him/her. If such an appointment is made, delete the words "or failing him/her the duly appointed Chairman of the Extraordinary General Meeting" and insert the name and address of the person appointed as proxy in the space provided. If no name is inserted, the Chairman of the Extraordinary General Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO ABSTAIN IN A RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN". Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote or abstain from voting at his discretion on other business (including amendments to resolutions which may be properly put to the meeting). If you mark the box "abstain", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. Abstention will be counted for the purpose of determining the presence or absence of a quorum. The shares abstained will not be counted in the calculation of the required majority by the Company.
- In the case of joint holders of a share in the Company, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or adjourned meeting (as the case may be) or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll. In the event that you attend the meeting after having lodged this proxy form, this proxy form will be deemed to have been revoked.