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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: 1347)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Hua Hong Grace Semiconductor Limited (the “**Company**”) will be held as a hybrid meeting on 22 October 2026 at 2:30 p.m., (or at any adjournment thereof) with a combination of a physical meeting at No. 288, Halei Road, Pudong New Area, Shanghai, PRC and a virtual meeting online to consider and, if thought fit, pass the following resolutions.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 September 2026 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “THAT, 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. “THAT, 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.”

By order of the Board
Hua Hong Grace Semiconductor Limited
Dr. Peng Bai
Chairman and Executive Director

Shanghai, PRC, 30 September 2026

As at the date of this notice, 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

Notes:

1. The Company will conduct a hybrid extraordinary general meeting with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the EGM either (a) through the physical meeting at No. 288, Halei Road, Pudong New Area, Shanghai, PRC; or (b) through the Internet by using their computer, tablet device or smartphone.
2. Registered Shareholders will be able to attend the EGM, vote and submit questions online. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM, vote and submit questions online. In this regard, you should consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, you will be asked to provide your email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to you by the Company’s share registrar, Tricor Investor Services Limited.
3. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
4. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company’s share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. In calculating the aforesaid 48 hours period, no account will be taken of any part of a day that is a public holiday. Accordingly, the form of proxy must be delivered not later than 2:30 p.m. on 20 October 2026. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
5. Registered Shareholders are requested to provide a valid email address of his or her proxy (except appointment of “The Chairman of the Meeting”) for the proxy to receive the login and access code to participate online to the e-Meeting System.
6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 16 October 2026 to 22 October 2026 (both days inclusive), during which period no transfer of Shares in the Company will be registered. In order to qualify for attending and voting at the EGM, all transfers, accompanied by the relevant certificates, must be lodged with the Company’s share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 15 October 2026. All persons who are registered holders of the Shares on 22 October 2026, the record date for the EGM, will be entitled to attend and vote at the EGM.
7. Pursuant to the relevant Listing Rules, any vote of Shareholders at a general meeting must be taken by way of poll. As such, the resolutions set out in the Notice of the EGM will be voted on by poll. Results of the poll voting will be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk after the EGM.
8. Where there are joint registered holders of any share of the Company, only the person whose name stands first on the Register of Members in respect of such share may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto.
9. Since the Company will conduct a hybrid extraordinary general meeting with the combination of a physical meeting and a virtual meeting online, certain Director(s) may attend the EGM through telephone/video conference or similar electronic means.
10. Shareholders who attend the EGM in person or by proxy shall bear their own transportation and accommodation expenses.