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Ingenic 君正

Ingenic Semiconductor Co., Ltd.
北京君正集成電路股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3223)

PROPOSED CHANGE OF USE AND CANCELLATION OF REPURCHASED A SHARES; AND PROPOSED REDUCTION OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On November 6, 2026, Ingenic Semiconductor Co., Ltd. (the "**Company**") convened the 16th meeting of the sixth session of the board (the "**Board**") of directors (the "**Directors**"), at which the Board considered and approved the change of the use of the 1,018,300 repurchased A shares of the Company ("**A Shares**") held in the designated securities account for repurchase from "equity incentives or employee share ownership schemes" to "cancellation and corresponding reduction of registered capital", and the reduction of registered capital and amendments to the articles of association of the Company (the "**Articles of Association**"). The aforesaid matters are subject to consideration at the extraordinary general meeting of the Company (the "**EGM**"). The details are announced as follows:

I. PROPOSED CHANGE OF USE AND CANCELLATION OF REPURCHASED A SHARES

(I) A Share Repurchase Plan and Its Implementation

1. A Share Repurchase Plan

On August 7, 2026, the 13th meeting of the sixth session of the Board considered and approved the repurchase of part of the A Shares by the Company through centralized price bidding with its own funds or self-raised funds for equity incentives or employee share ownership schemes. The total funds for the repurchase of A Shares shall be not less than RMB100 million (inclusive) and not more than RMB200 million (inclusive), the repurchase price of A Shares shall not exceed RMB220.00 per share (inclusive), and the implementation period shall, following consideration and approval by the Board, be within 3 months from the 30th calendar day (exclusive) after the last day for lodging applications under the Hong Kong public offering of the H shares of the Company.

2. Implementation of the Repurchase of A Shares

From September 21 to September 23, 2026, the Company cumulatively repurchased 1,018,300 A Shares, representing 0.20% of the total share capital of the Company, with the highest transaction price being RMB151.00 per share, the lowest transaction price being RMB145.12 per share, and the total transaction amount being RMB150,011,824.33 (excluding transaction fees). The repurchase plan has been fully implemented. The implementation of the Company's repurchase of A Shares complies with the requirements of the Company's disclosed A Share repurchase plan and relevant laws and regulations. There is no discrepancy between the implementation results and the disclosed A Share repurchase plan.

As of the date of this announcement, the aforesaid repurchased A Shares have not been used and are all deposited in the Company's designated securities account for repurchase.

(II) Reasons for and Details of the Proposed Change of Use of Repurchased A Shares

In light of the actual situation of the Company and in order to further improve earnings per share and strengthen investors' confidence in the Company, the Company proposes to change the use of the 1,018,300 repurchased A Shares in its designated securities account for repurchase from "equity incentives or employee share ownership schemes" to "cancellation and corresponding reduction of registered capital" in accordance with the Rules on Share Repurchase by Listed Companies (《上市公司股份回購規則》), the Guidelines of Self-Regulatory Regulations for Listed Companies on the Shenzhen Stock Exchange No. 9 – the Repurchase of Shares (《深圳證券交易所上市公司自律監管指引第9號－回購股份》) and other relevant regulations. Save for the aforesaid change, other details of the A Share repurchase plan of the Company remain unchanged.

(III) Cancellation Plan for the Repurchased A Shares and Changes in Share Capital Structure

1. Number and Method of Cancellation

The number of A Shares proposed to be cancelled is 1,018,300 shares, which will be cancelled in full on a one-off basis. Upon confirmation by the Shenzhen Stock Exchange, an application will be made to the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited for cancellation registration.

2. Changes in Share Capital Structure

Upon completion of the cancellation, the total share capital of the Company will decrease from 514,951,667 shares to 513,933,367 shares, and the registered capital of the Company will decrease from RMB514,951,667 to RMB513,933,367. The expected changes in the share capital structure of the Company are as follows:

Nature of Shares	Before the Change		Number of Shares Changed	After the Change	
	Number of Shares *(Shares)*	Percentage *(%)*	*(Shares)*	Number of Shares *(Shares)*	Percentage *(%)*
I. Renminbi ordinary shares (A Shares)	483,664,367	93.92	–1,018,300	482,646,067	93.91
Among which: Shares subject to lock-up	61,936,699	12.03	–1,018,300	60,918,399	11.85
Shares without lock-up	421,727,668	81.90	0	421,727,668	82.06
II. Overseas-listed foreign shares (H Shares)	31,287,300	6.08	0	31,287,300	6.09
III. Total share capital	514,951,667	100.00	–1,018,300	513,933,367	100.00

Notes:

1. Shares subject to lock-up before the cancellation include 1,018,300 A Shares in the Company's designated securities account for repurchase.

2. Any discrepancies in this table between the totals and the sums of the breakdown figures are due to rounding.

3. The above changes are preliminary estimates, and the specific changes in the share capital structure are subject to the final registration results of the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited.

(IV) Impact of the Change of Use and Cancellation of Repurchased A Shares on the Company

The change of use and cancellation of repurchased A Shares comply with the Rules on Share Repurchase by Listed Companies (《上市公司股份回購規則》), the Guidelines of Self-Regulatory Regulations for Listed Companies on the Shenzhen Stock Exchange No. 9 – the Repurchase of Shares (《深圳證券交易所上市公司自律監管指引第9號 — 回購股份》) and other relevant regulations, and do not prejudice the interests of the Company and its shareholders as a whole. The repurchase and cancellation of A Shares are conducive to increasing the Company's earnings per share and further boosting investor confidence, and will not have any material adverse impact on the Company's financial position, ability to continue its operations or future development, nor will they result in any change in the control of the Company or alter the listing status of the Company, and the shareholding structure of the Company will remain in compliance with the requirements applicable to a listed company.

The change of use and cancellation of repurchased A Shares are subject to consideration at the EGM, and the Board also proposes to the EGM to authorize the management of the Company to handle the subsequent cancellation of the repurchased A Shares, registration of changes with the market regulation authority and other related matters. The term of the above authorization shall commence from the date of consideration and approval at the EGM and end on the date of completion of the above matters.

II. PROPOSED REDUCTION OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(I) Proposed Reduction of Registered Capital

Amount and method of reduction of registered capital: Upon completion of the cancellation of the 1,018,300 repurchased A Shares in the Company's designated securities account for repurchase, the registered capital of the Company will decrease from RMB514,951,667 to RMB513,933,367, representing a reduction of RMB1,018,300, and the total number of shares will decrease from 514,951,667 shares to 513,933,367 shares.

(II) Proposed Amendments to the Articles of Association

In view of the change in the registered capital of the Company, the Company proposes to make corresponding amendments to the relevant provisions of the Articles of Association. Details of the amendments are as follows:

Before amendment	After amendment
Article 6 The registered capital of the Company is RMB514,951,667.	**Article 6** The registered capital of the Company is RMB**513,933,367**.
Article 21 The Company had issued 514,951,667 shares, comprising 514,951,667 ordinary shares (including 483,664,367 ordinary A Shares and 31,287,300 ordinary H Shares), with no shares of other classes.	**Article 21** The Company had issued **513,933,367** shares, comprising **513,933,367** ordinary shares (including **482,646,067** ordinary A Shares and 31,287,300 ordinary H Shares), with no shares of other classes.

Save for the aforesaid amendments, other provisions of the Articles of Association remain unchanged.

The reduction of registered capital and amendments to the Articles of Association are subject to consideration at the EGM.

III. GENERAL

A circular containing, among other things, details of (i) the proposed change of use and cancellation of repurchased A Shares; (ii) the proposed reduction of registered capital and amendments to the Articles of Association; and (iii) the notice of the EGM, together with the form of proxy for the EGM, will be published on the website of The Stock Exchange of Hong Kong Limited (**www.hkexnews.hk**) and the website of the Company (**www.ingenic.com.cn**) in due course.

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

Beijing, the PRC, November 6, 2026

As of the date of this announcement, 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.