If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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)

(1) CHANGE OF USE AND CANCELLATION OF REPURCHASED A SHARES; (2) REDUCTION OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (3) NOTICE OF THE SECOND 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 8 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 Thursday, November 26, 2026. The notice convening the EGM is set out on pages 9 to 10 of this circular.

The form of proxy for use at the EGM is published on the website of the Hong Kong Stock Exchange (**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.

November 6, 2026

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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)
"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
"Director(s)"	the director(s) of the Company
"EGM"	the second 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 Thursday, November 26, 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" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Public Offering"	has the meaning ascribed thereto in the prospectus of the Company dated August 17, 2026
"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
"RMB" or "Renminbi"	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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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)

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:
A101-A113, 1/F, Building 14, East Block
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

November 6, 2026

To the Shareholders

Dear Sir or Madam,

(1) CHANGE OF USE AND CANCELLATION OF REPURCHASED A SHARES;
(2) REDUCTION OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF THE SECOND 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 Thursday, November 26, 2026 and details of the resolutions to be proposed at the EGM for your consideration and approval, and to provide you with 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 resolutions.

II. 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.

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 circular, 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 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 the 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.

This resolution was considered and approved at the Board meeting on November 6, 2026, and is now proposed to the EGM for consideration and approval by way of a special resolution, and 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.

III. REDUCTION OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(I) 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) 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.

This resolution was considered and approved at the Board meeting on November 6, 2026, and is now proposed to the EGM for consideration and approval by way of a special resolution.

IV. NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Thursday, November 26, 2026. The notice convening the EGM is set out on pages 9 to 10 of this circular. The above documents and the form of proxy for the EGM are published on the website of the Hong Kong Stock Exchange (**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 resolutions 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.

V. 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 Monday, November 23, 2026 to Thursday, November 26, 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 Thursday, November 26, 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 Friday, November 20, 2026.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions 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.

VII. RECOMMENDATION

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

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

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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)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2026

NOTICE IS HEREBY GIVEN that the second 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 Thursday, November 26, 2026 to consider and, if thought fit, pass the following resolutions. 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 November 6, 2026.

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the change of use and cancellation of repurchased A Shares.

2. To consider and approve the resolution on the reduction of registered capital and amendments to the Articles of Association.

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 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.

Notes:

1. The resolutions 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 Monday, November 23, 2026 to Thursday, November 26, 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 Thursday, November 26, 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 Friday, November 20, 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.