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

If you have sold or transferred all your shares in Hua Hong Semiconductor Limited, you should at once hand this circular, together with the enclosed 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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HUA HONG SEMICONDUCTOR LIMITED

華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1347)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Hua Hong Semiconductor Limited to be held on 13 May 2021 at 2:00 p.m., with the combination of a physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong and a virtual meeting online is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.huahonggrace.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk/#/500>) by using the username and password provided on the notification letter sent by the Company on 13 April 2021 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting 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 2:00 p.m. on 11 May 2021. Completion and delivery of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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DEFINITIONS

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

“Annual General Meeting”	a hybrid annual general meeting of the Company to be held on 13 May 2021 at 2:00 p.m., with the combination of a physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong and a virtual meeting online to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 14 to 18 of this circular, or any adjournment thereof;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“Company”	Hua Hong Semiconductor Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HHGrace”	Shanghai Huahong Grace Semiconductor Manufacturing Corporation (上海華虹宏力半導體製造有限公司), a company incorporated in the PRC on 24 January 2013 and a wholly-owned subsidiary of our Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hua Hong Wuxi”	Hua Hong Semiconductor (Wuxi) Limited, a company incorporated in the PRC on 10 October 2017. Hua Hong Wuxi is held as to 51.0% by the Group, of which 22.2% is held directly by the Company and 28.8% is held through HHGrace;

DEFINITIONS

“Huahong Group”	Shanghai Huahong (Group) Co., Ltd. (上海華虹(集團)有限公司), a company incorporated in the PRC on 9 April 1996 as Shanghai Hua Hong Microelectronics Co., Ltd. and renamed as Shanghai Huahong (Group) Co., Ltd. in 1998;
“Huali Integrated”	Shanghai Huali Integrated Circuit Corporation (上海華力集成電路製造有限公司), a company incorporated in the PRC on 8 August 2016;
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares in the capital of the Company as at the date of passing of proposed ordinary resolution contained in paragraph 9 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular;
“Latest Practicable Date”	7 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“SAIL”	Shanghai Alliance Investment Ltd (上海聯和投資有限公司), a company incorporated in the PRC on 26 September 1994;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shanghai Huali”	Shanghai Huali Microelectronics Co., Ltd (上海華力微電子有限公司), a company incorporated in the PRC on 18 January 2010 and a connected person of the Company;
“Share(s)”	ordinary share(s) in the capital of the Company;

DEFINITIONS

“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares in the capital of the Company as at the date of passing of the proposed ordinary resolution contained in paragraph 8 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



HUA HONG SEMICONDUCTOR LIMITED

華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 1347)

Executive Directors:

Suxin Zhang (*Chairman*)
Junjun Tang (*President*)

Non-executive Directors:

Guodong Sun
Jing Wang
Jun Ye

Independent Non-executive Directors:

Stephen Tso Tung Chang
Kwai Huen Wong, JP
Long Fei Ye

Registered Office:

Room 2212
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

Principal Place of Business in PRC:

288 Halei Road
Zhangjiang Hi-Tech Park
Shanghai, PRC
Postcode: 201203

No. 30, Xinzhou Road
Xinwu District
Wuxi, Jiangsu, PRC
Postcode: 214000

13 April 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 107 to 109 of the Articles, Mr. Suxin Zhang, Mr. Stephen Tso Tung Chang and Mr. Long Fei Ye shall retire at the Annual General Meeting. Mr. Guodong Sun, appointed by the Board as a Non-Executive Director of the Company on 10 December 2020, shall retire in accordance with article 112 of the Articles. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 14 May 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of a number not exceeding 10% of the total number of issued Shares in the share capital of the Company as at the date of passing the proposed ordinary resolution contained in paragraph 8 of the notice of the Annual General Meeting set out on pages 14 to 18 of this circular (i.e. 10% of 1,300,119,287 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 14 May 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of a number not exceeding 20% of the total number of issued Shares in the share capital of the Company as at the date of passing the proposed ordinary resolution contained in paragraph 9 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular (i.e. 20% of 1,300,119,287 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

In light of the ongoing COVID-19 pandemic, the Company will conduct a hybrid annual general meeting with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the Annual General Meeting either (a) through the physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong; or (b) through the Internet by using their computer, tablet device or smartphone. Registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online. Each registered Shareholder's personalized login and access code and/or the user guide for online voting will be sent to him or her under separate letter. 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 Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 10 to 13 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares should ensure all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 7 May 2021.

Pursuant to the Listing Rules and the Company's Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.huahonggrace.com). 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk/#/500>) by using the username and password provided on the notification letter sent by the Company on 13 April 2021, as soon as possible but in any event

LETTER FROM THE BOARD

not less than 48 hours before the time appointed for holding the Annual General Meeting 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 2:00 p.m. on 11 May 2021. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors and the granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Hua Hong Semiconductor Limited
Mr. Suxin Zhang
Chairman and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Suxin Zhang

Mr. Suxin Zhang, aged 57, was appointed on 11 March 2016 as an Executive Director and Chairman of our Company as well as a member of and Chairman of the nomination committee of the Company. He is currently Chairman and Secretary of the Communist Party of Huahong Group, Chairman of Shanghai Huali, Chairman of Huali Integrated, and legal representative and Chairman of Hua Hong Wuxi. Mr. Zhang has extensive experience in hi-tech strategic development, energy strategy research, and the power equipment industry. Mr. Zhang held various positions, including President of Shanghai Turbine Co., Ltd., Executive Vice President of Shanghai Electric Power Generation Group, Chairman of Siemens Gas Turbine Parts Co., Ltd., Executive Director of Shanghai Electric Group Company Limited, Vice President of Shanghai Electric (Group) Corporation, Secretary of the Communist Party and General Manager of Shanghai Jinqiao (Holdings) Limited, Chairman and Secretary of the Communist Party of Shanghai Jinqiao Export Processing Zone Development Co., Ltd., and Deputy Director of both the Shanghai Municipal Development and Reform Commission and the Administration Commission of Shanghai Zhangjiang Hi-Tech Industrial Development Zone. Mr. Zhang graduated from Tsinghua University with a Bachelor's degree in Engineering and is a professor-level Senior Engineer.

(2) Mr. Stephen Tso Tung Chang

Mr. Stephen Tso Tung Chang, aged 72, is an Independent Non-Executive Director of our Company. Mr. Chang has extensive experience in accounting, auditing and financial management. He was a certified public accountant in Hong Kong and a member of the Hong Kong Society of Accountants from 1978 to the end of 2003. Mr. Chang is also a Fellow member of the Institute of Chartered Accountants in England and Wales since January 1983, and he held various positions at Ernst & Young starting in 1976. He became a Management Committee Member of Ernst & Young in 1989 and was actively involved in establishing and monitoring the firm's internal control and risk management policy and procedures. Prior to his promotion to Managing Partner of the Professional Services Department, he was Chairman of Ernst and Young's audit and advisory business services for four years. He was a Partner of Ernst and Young and the Chairman of Ernst and Young China and Hong Kong prior to his retirement in 2003. He is a member of the Investment Committee of Shanghai Fudan University Education Development Foundation and Fudan University Education Development Foundation (overseas). He is also an Independent Non-Executive Director of Kerry Properties Limited (stock code: 683.HK), and China Life Insurance Company Ltd. (stock code: 2628.HK) and was formerly an Independent Non-Executive Director of China Cinda Asset Management Co., Ltd. (stock code: 1359.HK). Mr. Chang obtained a Bachelor of Science degree in food science and chemistry from the University of London.

(3) Mr. Long Fei Ye

Mr. Long Fei Ye, aged 79, is an Independent Non-Executive Director of our Company. Mr. Ye held various positions in the Shanghai Municipal Government. Mr. Ye relocated to Hong Kong in 1991, and served until 1995 as the Chief Executive of the “Shanghai Desk”, which was a cooperation arrangement for promoting Shanghai between the Shanghai government and Arthur Andersen & Co. He then joined Kerry Holdings Limited in 1995, and served as the Chairman and Deputy Chairman of Shangri-La Asia Limited from October 2000 to August 2003 and August 2003 to March 2007, respectively. He was an advisor to Shangri-La Asia Limited from March 2007 to February 2018. Mr. Ye obtained a Bachelor’s and a Master’s degree, both in physics, from Fudan University.

(4) Mr. Guodong Sun

Mr. Guodong Sun, aged 44, was appointed as a Non-Executive Director of the Company with effect from 10 December 2020. Mr. Sun joined China Development Bank in 2000. From 2000 to 2014, Mr. Sun held various positions in China Development Bank, including Deputy Director of the Human Resources Systems Division, Deputy Director and Director of the Hubei Branch Human Resources Department, and Vice Minister and Minister of the Party Committee Organization Department. Mr. Sun had been the General Manager of the Human Resources Department of Sino-IC Capital Co., Ltd. (華芯投資管理有限責任公司) from December 2014 to July 2016, and has been the Managing Director of Sino-IC Capital Co., Ltd. since July 2016. Mr. Sun graduated from the Beijing Institute of Technology in the PRC with a Bachelor’s degree in computer application, and from Central University of Finance and Economics in the PRC with a Master’s degree in business administration.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,300,119,287 Shares.

Subject to the passing of the ordinary resolution set out in paragraph 8 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,300,119,287 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of Shares up to 130,011,928 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the laws of Hong Kong and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such

an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months, were as follows:

Month	Highest HK\$	Lowest HK\$
April 2020	16.34	13.78
May 2020	17.26	13.86
June 2020	28.45	14.58
July 2020	39.30	25.95
August 2020	38.20	26.40
September 2020	31.60	21.80
October 2020	31.50	26.75
November 2020	41.35	27.40
December 2020	48.05	36.30
January 2021	56.60	39.50
February 2021	64.65	43.65
March 2021	55.35	37.25

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests in Shares and short positions required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholder	As at the Latest Practicable Date		Immediately after the full exercise of the Share Repurchase Mandate	
	Number of issued Shares held	Percentage of number of issued Shares of the Company	Number of issued Shares held ⁽¹⁾	Percentage of number of issued Shares of the Company ⁽¹⁾
Shanghai Hua Hong International, Inc. (“ Hua Hong International ”) ⁽³⁾	350,401,100	26.95%	350,401,100 ⁽²⁾	29.95%
Huahong Group ⁽³⁾	350,401,100	26.95%	350,401,100 ⁽²⁾	29.95%
Sino-Alliance International, Ltd. (“ Sino-Alliance International ”)	188,961,147	14.53%	188,961,147 ⁽²⁾⁽⁴⁾	16.15%
SAIL	188,961,147	14.53%	188,961,147 ⁽²⁾⁽⁵⁾	16.15%
Xinxin (Hong Kong) Capital Co. Limited	242,398,925	18.64%	242,398,925 ⁽²⁾	20.72%
Xun Xin (Shanghai) Investment Co. Ltd.	242,398,925	18.64%	242,398,925 ⁽²⁾	20.72%
China Integrated Circuit Industry Investment Fund Co., Ltd.	242,398,925	18.64%	242,398,925 ⁽²⁾	20.72%

Notes:

- (1) On the presumption that (i) the issued Shares in the capital of the Company remained at 1,300,119,287 Shares immediately before the full exercise of the Share Repurchase Mandate; and (ii) the shares interest of the substantial shareholders set out in the above table remained unchanged immediately after the full exercise of the Share Repurchase Mandate.
- (2) Long positions in the Shares of the Company.
- (3) Hua Hong International is a wholly-owned subsidiary of Huahong Group.
- (4) Including 3,084 Shares held in escrow by Sino-Alliance International pursuant to an escrow arrangement.
- (5) SAIL indirectly held interests in the Company through two wholly-owned subsidiaries, including Sino-Alliance International.

The percentages are calculated based on the total number of shares of the Company in issue as at the Latest Practicable Date, i.e. 1,300,119,287 shares.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, and assuming there is no other change in the issued share capital of the Company before the date of the Annual General Meeting, the interest of the above substantial Shareholders would be increased to the approximate percentage as shown in the last column above.

The Directors are not aware of any consequences of such repurchases of Shares which would result in any Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the minimum requirement of the Listing Rules and the exemption granted by the Stock Exchange upon the Company's listing.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company did not repurchase any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



HUA HONG SEMICONDUCTOR LIMITED

華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 1347)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that a hybrid annual general meeting (the “**Annual General Meeting**”) of Hua Hong Semiconductor Limited (the “**Company**”) will be held on 13 May 2021 at 2:00 p.m., with the combination of a physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong and a virtual meeting online for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries (together, the “**Group**”) and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2020;
2. To re-elect Mr. Suxin Zhang as an Executive Director;
3. To re-elect Mr. Stephen Tso Tung Chang as an Independent Non-Executive Director;
4. To re-elect Mr. Long Fei Ye as an Independent Non-Executive Director;
5. To re-elect Mr. Guodong Sun as a Non-Executive Director;
6. To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration; and
7. To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

8. **“THAT:**

- (a) subject to paragraph 8(b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares (collectively with all ordinary shares in the capital of the Company, the **“Shares”**) subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally approved;
- (b) the total number of Shares repurchased by the Company pursuant to paragraph 8(a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue on the date of passing this resolution and the said mandate shall be limited accordingly subject to adjustments according to any subsequent consolidation or subdivision of Shares; and
- (c) for the purpose of paragraph 8(b), **“Relevant Period”** means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the **“Articles”**) or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given to the Directors of the Company under this resolution by an ordinary resolution of the shareholders of the Company (the **“Shareholders”**) in general meeting.”

9. **“THAT:**

- (a) subject to paragraph 9(b) below, pursuant to applicable laws and the Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with Shares (including the power to make an offer or agreement, or grant securities which would or might require shares to be allotted and issued) be and is hereby generally approved;
- (b) the approval in paragraph 9(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in paragraphs 9(a) and 9(b) above, otherwise than pursuant to a Rights Issue (as defined below), any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or pursuant to the issue of Shares upon the exercise of any subscription rights attached to any warrants of the Company or any option scheme(s) or similar arrangement for the time being adopted for the grant or issue to Directors and/or officers and/or employees of the Group or rights to acquire Shares or pursuant to a specific authority granted by the Shareholders of the Company in a general meeting, shall not exceed 20% of the total number of Shares in issue on the date of passing this resolution and the said mandate shall be limited accordingly subject to adjustments according to any subsequent consolidation or subdivision of Shares; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given to the Directors of the Company under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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10. “**THAT** further conditional on the passing of the resolutions set out in paragraphs 8 and 9 above, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with Shares as mentioned in paragraph 9 above be and is hereby extended by the addition to the total number of Shares in issue of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company pursuant to the resolution set out in paragraph 8 above, provided that such extended number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By Order of the Board
Hua Hong Semiconductor Limited
Mr. Suxin Zhang
Chairman and Executive Director

Shanghai, PRC, 13 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. In light of the ongoing COVID-19 pandemic, the Company will conduct a hybrid annual general meeting with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the Annual General Meeting either (a) through the physical meeting at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong; or (b) through the Internet by using their computer, tablet device or smartphone. Registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online. Each registered Shareholder's personalized login and access code will be sent to him or her under separate letter.

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 Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

2. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Any Shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Shareholder 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. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or via the designated URL (<https://emeeting.tricor.hk/#/500>) by using the username and password provided on the notification letter sent by the Company on 13 April 2021, not less than 48 hours before the time appointed for the holding of the meeting 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 2:00 p.m. on 11 May 2021. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
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 above meeting, the register of members of the Company will be closed from 10 May 2021 to 13 May 2021, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 7 May 2021.
7. Upon arrival at the venue of the Annual General Meeting, voting slip(s) will be given to every Shareholder present in person (or in the case of a corporation by its authorized representative) or by proxy to cast his/her/its vote(s). Each Shareholder/authorized representative/proxy present in venue will have to access to the e-Meeting System via the QR Code given on the voting slip and cast his/her vote(s) on the e-Meeting System. If registered Shareholders would like to participate online, he/she can log on to the e-Meeting System using his/her personalized login and access code and cast his/her vote(s) on the e-Meeting System. Each Shareholders' proxy authorization and instruction will be revoked if he/she attend in person at the AGM or attend via the e-Meeting System. For details, please refer to the Online Meeting User Guide available at the e-Meeting System.
8. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) may attend the Annual General Meeting through telephone/video conference or similar electronic means.
9. A circular containing further details concerning paragraphs 2 to 5 and 8 to 10 in this notice will be sent to all Shareholders of the Company together with its 2020 annual report.