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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Hua Hong Semiconductor Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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 AMENDMENT OF TERMS OF OPTIONS
AND
PROPOSED REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (“EGM”) of Hua Hong Semiconductor Limited (the “**Company**”) to be held on 26 November 2021 at 11:00 a.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 11 to 13 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed herein. Such form of proxy is also published on the websites of the Company (www.huahonggrace.com) and of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy for use at the EGM in accordance with the instructions printed thereon and return the same 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://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 8 November 2021 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of 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 11:00 a.m. on 24 November 2021. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so wish.

8 November 2021

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DEFINITIONS

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

“2018 Options”	the Options granted by the Company on 24 December 2018 under the Share Option Scheme, the details of which are set out in the Company’s announcement dated 27 December 2018;
“2019 Options”	the Options granted by the Company on 29 March 2019 and 23 December 2019 under the Share Option Scheme, the details of which are set out in the Company’s announcement dated 29 March 2019 and 23 December 2019, respectively;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Hua Hong Semiconductor Limited, a company incorporated in Hong Kong with limited liability on 21 January 2005, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EBITDA”	earnings before interest, taxes, depreciation, and amortization;
“EGM”	an extraordinary general meeting to be held by the Company on 26 November 2021 at 11:00 a.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 thought fit, approve the proposed amendments to the terms of the 2018 Options and the 2019 Options and the proposed refreshment of the Share Option Scheme Limit;
“Grant Notice”	a grant notice issued by the Company from time to time under 2018 Options and 2019 Options to the relevant grantee;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“Hua Hong Wuxi”	Hua Hong Semiconductor (Wuxi) Limited, a company incorporated in the PRC with limited liability on 10 October 2017 and a non-wholly owned subsidiary of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	2 November 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option(s)”	option(s) to subscribe for Shares pursuant to the terms of the Share Option Scheme;
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau and Taiwan;
“Share(s)”	ordinary share(s) of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company at its extraordinary general meeting held on 1 September 2015, the principal terms of which are summarised in the Company’s circular dated 17 August 2015;
“Share Option Scheme Limit”	the maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other schemes of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed to it in the Listing Rules; 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

8 November 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENT OF TERMS OF OPTIONS
AND
PROPOSED REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Share Option Scheme adopted by the Company on 1 September 2015, the announcements of the Company dated 27 December 2018, 29 March 2019 and 23 December 2019 in relation to the grant of Options under the Share Option Scheme, and the announcement of the Company dated 4 November 2021 in relation to the proposed amendment of terms of the Options and refreshment of the Share Option Scheme Limit.

LETTER FROM THE BOARD

On 4 November 2021, the Board proposed to amend the terms of the 2018 Options and the 2019 Options. The Board also proposed to refresh the Share Option Scheme Limit. Pursuant to Rules 17.03(3) and (18) of the Listing Rules and the terms of the Share Option Scheme, each of these proposals is subject to the approval of the Shareholders.

The purpose of this circular is to provide you with (i) details of the proposed amendments to the terms of the 2018 Options and the 2019 Options; (ii) details of the proposed refreshment of the Share Option Scheme Limit; and (iii) a notice convening the EGM.

2. PROPOSED AMENDMENTS TO THE TERMS OF THE 2018 OPTIONS AND THE 2019 OPTIONS

The 2018 Options

On 24 December 2018, the Company granted 34,500,000 Options to subscribe for up to a total of 34,500,000 Shares at an exercise price of HK\$15.056 to certain employees and then Directors of the Company, expiring on 23 December 2025.

The 2019 Options

On 29 March 2019, the Company granted 500,000 Options to subscribe for up to a total of 500,000 Shares at an exercise price of HK\$18.40 to Mr. Tang Junjun, an executive Director and the president of the Company, expiring on 28 March 2026.

On 23 December 2019, the Company granted a further 2,482,000 Options to subscribe for up to a total of 2,482,000 Shares at an exercise price of HK\$17.952 to certain employees of Hua Hong Wuxi, expiring on 22 December 2026.

Proposed amendments

The vesting of the 2018 Options and the 2019 Options shall be subject to the attainment of the annual performance targets which are measured in terms of, among others, (i) the compound annual growth rate of the Company's revenue and (ii) the Company's annual EBITDA margin. Such annual performance targets were determined by the Board and were specified in the Grant Notice given to each grantee at the time of grant in accordance with the Share Option Scheme.

The Board proposes to amend the terms of the 2018 Options and the 2019 Options by superseding the relevant terms by the following:

“The vesting of the Options is conditional upon the attainment of the financial performance targets, namely (i) the three-year compound annual growth rate of the Company's revenue and (ii) the Company's annual EBITDA margin, each of which will be given a 50% weighting. In determining the annual EBITDA margin, the Company will treat its research and development expenses as part of its earnings. Subject to the remaining conditions as specified in the respective Grant Notices being satisfied, if either of the financial performance targets has been achieved, 50% of the relevant Options shall vest.”

LETTER FROM THE BOARD

The Board considers that the proposed amendments above are in the interest of the Company and the Shareholders as a whole as they provide the Company with greater flexibility in rewarding the employees of the Group for their efforts and contributions and help incentivize and retain talents within the Group, which is in line with the purpose of the Share Option Scheme. Further, the Board believes that the proposed amendments are consistent with the policy guidance of the State-owned Assets Supervision and Administration Commission of the State Council in promoting technological innovation.

The 2018 Options and the 2019 Options subject to the proposed amendments

As at Latest Practicable Date, 21,077,209 of the 2018 Options and 2,636,000 of the 2019 Options entitling the relevant grantees to subscribe for a total of 23,713,209 Shares (representing 1.82% of the number of Shares in issue of the Company as at the Latest Practicable Date) had not been vested and were subject to the proposed amendments of terms, of which 10,796,789 Options were due to vest in 2021, 10,796,916 Options were due to vest in 2022, 1,919,504 Options were due to vest in 2023 and 200,000 Options were due to vest in 2024.

Among the 2018 Options and the 2019 Options, a total of 500,000 Options were granted to the Director(s), details of which are set out below:

Name of Director	Position(s) held with the Company	Exercise price per Share (HK\$)	Number of Options
Mr. Tang Junjun ("Mr. TANG")	Executive Director and the President	18.400	500,000

As at the Latest Practicable Date, Mr. TANG has not exercised any of the Options granted and none of the Directors held any Shares of the Company.

If any other grantees of the 2018 Options and/or the 2019 Options have any shareholding in the Company, he/she shall also be required to abstain from voting in respect of the resolution on the proposed amendments at the EGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, 28 persons being (i) grantees of the 2018 Options or the 2019 Options to whom or for whose benefit the Shares will be issued or (ii) the associates of such grantees held a total of 171,243 Shares (representing 0.013% of the issued Shares) and therefore such persons are required to abstain from voting on the resolution to be proposed at the EGM relating to the proposed amendments of the terms of the 2018 Options and the 2019 Options.

LETTER FROM THE BOARD

Listing Rules implications of the proposed amendments

Pursuant to note (2) to Rule 17.03(18) of the Listing Rules and the terms of the Share Option Scheme, any change to the terms of the Options granted must be approved by the Shareholders. Accordingly, an ordinary resolution will be proposed at the EGM for the Shareholders to consider the proposed amendments to terms of Share Options granted.

3. PROPOSED REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT

The purpose of the Share Option Scheme is to attract, retain and provide incentives to the eligible Directors of the Company and employees of the Group, to provide them with the opportunity to obtain Shares of the Company and to link their interests closely to the operating results and share performance of the Company with the view to increasing the value of the Company.

The existing Share Option Scheme Limit

Pursuant to Rule 17.03(3) of the Listing Rules and the terms of the Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme.

The Share Option Scheme Limit may be refreshed by the Shareholders in general meeting, provided that:

1. the Share Option Scheme Limit so refreshed must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit;
2. Options previously granted under the Share Option Scheme or any other schemes of the Company (including those outstanding, cancelled or lapsed and those exercised) shall not be counted for the purpose of calculating the refreshed Share Option Scheme Limit; and
3. the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue from time to time.

No refreshment of the Share Option Scheme Limit has been previously sought by the Company under the Share Option Scheme.

As at the Latest Practicable Date, the Company did not have any other share option schemes apart from the Share Option Scheme adopted on 1 September 2015.

LETTER FROM THE BOARD

As at 1 September 2015 on which the Share Option Scheme was approved by the then Shareholders of the Company by way of an extraordinary general meeting, the total number of issued Shares of the Company was 1,033,871,656. Accordingly, the existing Share Option Scheme Limit was 103,387,165, representing approximately 10% of the total number of issued Shares as at 1 September 2015.

As at the Latest Practicable Date, the Company had granted an aggregate of 67,732,000 Options to subscribe for up to a total of 67,732,000 Shares, of which 24,199,788 Options has been exercised and 7,429,532 Options has lapsed or has been cancelled, leaving a balance of 36,102,680 Options granted and outstanding, representing approximately 2.78% of the Shares in issue as at the Latest Practicable Date. None of the grantees had been granted with Options which exceed the limit of 1% of the issued share capital of the Company in the 12-month period up to the respective date of grant. As such, the Company has complied with Rule 17.03(4) of the Listing Rules for the Share Option Scheme.

As at the Latest Practicable Date, the Company had utilised approximately 65.5% of the existing Share Option Scheme Limit.

Proposed refreshment of the Share Option Scheme Limit and its Listing Rules implications

Since the existing Share Option Scheme Limit has been highly utilised, the Board considers that it is in the interest of the Company to refresh the Share Option Scheme Limit in order to provide the Company with greater flexibility in offering incentives and rewards to its employees and to enable the Group to attract and retain talents to support its long-term business objectives.

Pursuant to note (1) to Rule 17.03(3) of the Listing Rules, any refreshment of the Share Option Scheme Limit must be approved by the Shareholders at a general meeting. Accordingly, an ordinary resolution will be proposed at the EGM for the Shareholders to consider the proposed refreshment of the Share Option Scheme Limit.

Conditional upon (i) the passing of an ordinary resolution approving the proposed refreshment by the Shareholders and (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any Options that may be granted under the refreshed Share Option Scheme Limit, the Share Option Scheme Limit will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the EGM. The Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised Options under such scheme) will not be counted for the purpose of calculating such refreshed limit.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 1,300,470,369 Shares in issue. Assuming that no further Shares will be issued prior to the EGM and the proposed refreshment is approved at the EGM, then the maximum number of Shares that could be allotted and issued upon the exercise of the Options which may be granted by the Company pursuant to the Share Option Scheme under the proposed refreshed Share Option Scheme Limit would be 130,047,036 Shares, representing approximately 10% of the Shares in issue as at the Latest Practicable Date. Taking into account a total of 36,102,680 outstanding Options as at the Latest Practicable Date (representing approximately 2.78% of the Shares in issue as at the Latest Practicable Date), the Directors will be authorised to grant further Options to subscribe for up to 93,944,356 Shares (representing approximately 7.22% of the Shares in issue as at the Latest Practicable Date) under the refreshed Share Option Scheme Limit, which as a whole will not exceed the overall limit of 10% of the Shares in issue from time to time as required under the terms of the Share Option Scheme.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM to approve the proposed refreshment of the Share Option Scheme Limit.

4. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the EGM, which contains the resolution to approve the proposed amendments to the terms of the 2018 Options and the 2019 Options and refreshment of the Share Option Scheme Limit, is set out from pages 11 to 13 of this circular.

In light of the ongoing COVID-19 pandemic, 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 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 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, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

LETTER FROM THE BOARD

A form of proxy for use at the EGM 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 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 11:00 a.m. on 24 November 2021. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 23 November 2021 to Friday, 26 November 2021 (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 the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Monday, 22 November 2021. All persons who are registered holders of the Shares on Friday, 26 November 2021, the record date for the EGM, will be entitled to attend and vote at the EGM.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, 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. The chairman of the EGM shall therefore demand voting on the resolution set out in the notice of the EGM be taken by way of poll pursuant to Article 64 of the Articles. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors consider that the proposed amendments to the terms of the 2018 Options and the 2019 Options and the proposed refreshment of the Share Option Scheme Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

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 Company. 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

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a hybrid extraordinary general meeting (the “**Extraordinary General Meeting**”) of HUA HONG SEMICONDUCTOR LIMITED (the “**Company**”) will be held on 26 November 2021 at 11:00 a.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 thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

1. “**THAT,**

- (a) the proposed amendments to the terms of the relevant share options granted on (i) 24 December 2018 (the “**2018 Options**”), (ii) 29 March 2019 and (iii) 23 December 2019 ((ii) and (iii) collectively, the “**2019 Options**”) under the share option scheme adopted by the Company on 1 September 2015 (the “**Share Option Scheme**”) be and are hereby approved and the relevant terms of the 2018 Options and the 2019 Options be superseded by the following:

“The vesting of the Options is conditional upon the attainment of the financial performance targets, namely (i) the three-year compound annual growth rate of the Company’s revenue and (ii) the Company’s annual EBITDA margin, each of which will be given a 50% weighting. In determining the annual EBITDA margin, the Company will treat its research and development expenses as part of its earnings. Subject to the remaining conditions as specified in the respective grant notices being satisfied, if either of the financial performance targets has been achieved, 50% of the relevant Options shall vest.”

; and

- (b) the board of directors of the Company be and is hereby authorised to execute all such documents and take all such steps as it may deem necessary, desirable or expedient to effect the proposed amendments to the terms of the 2018 Options and the 2019 Options.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. **“THAT,**
- (a) conditional upon the approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting listing of and permission to deal in the ordinary shares of the Company (the **“Shares”**) to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to Share Option Scheme, the existing limit on the grant of options under the Share Option Scheme and any other schemes of the Company be and is hereby refreshed, so that the total number of Shares which may be issued upon exercise of any options to be granted under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under such schemes) shall not exceed 10% of the Shares in issue as at the date of passing this resolution (the **“Refreshed Limit”**), provided always that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company (including any outstanding options as at the date of passing this resolution) must not in aggregate exceed 10% of the Shares in issue from time to time; and
 - (b) the board of directors of the Company be and is hereby authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options.”

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

Shanghai, PRC, 8 November 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. In light of the ongoing COVID-19 pandemic, 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and 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. A member entitled to attend and vote at the Extraordinary General Meeting 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. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of 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://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 8 November 2021, not less than 48 hours before the time fixed for holding the Extraordinary General Meeting or any adjourned meeting 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 11:00 a.m. on 24 November 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 Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 23 November 2021 to Friday, 26 November 2021 (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 Extraordinary General Meeting, all transfers, accompanied by the relevant 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 by no later than 4:30 p.m. on Monday, 22 November 2021. All persons who are registered holders of the Shares on Friday, 26 November 2021, the record date for the Extraordinary General Meeting, will be entitled to attend and vote at the Extraordinary General Meeting.
7. Upon arrival at the venue of the Extraordinary 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 Extraordinary General Meeting 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 Extraordinary General Meeting through telephone/video conference or similar electronic means.
9. A circular containing further details concerning paragraphs 1 to 2 in this notice will be sent to all Shareholders of the Company.