



HUA HONG SEMICONDUCTOR LIMITED

華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1347)

PROXY FORM

Extraordinary General Meeting to Be Held on 29 August 2022

I/We _____
of _____ being shareholder of
_____ shares of Hua Hong Semiconductor Limited (the “Company”) hereby
appoint (Note 1) _____
of _____
e-mail address (Note 6) _____
or failing him/her the duly appointed Chairman of the Extraordinary General Meeting as my/our proxy to attend, act and vote on my/our
behalf at the Extraordinary General Meeting of the shareholders of the Company to be held on Monday, 29 August 2022 at 2:00 p.m.
at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong and at any adjournment thereof and, in particular, to vote
in respect of the undermentioned resolutions as indicated:

Resolutions		FOR (Note 2)	AGAINST (Note 2)
1.	To approve the Capital Injection Agreement dated 29 June 2022 entered into among Hua Hong Semiconductor (Wuxi) Limited (“Hua Hong Wuxi”), the Company, Shanghai Huahong Grace Semiconductor Manufacturing Corporation (“HHGrace”), Wuxi Xi Hong Lian Xin Investment Co., Ltd. (無錫錫虹聯芯投資有限公司) (the “Wuxi Entity”), China Integrated Circuit Industry Investment Fund Co., Ltd. (國家集成電路產業投資基金股份有限公司), China Integrated Circuit Industry Investment Fund (Phase II) Co., Ltd. (國家集成電路產業投資基金二期股份有限公司) (“China IC Fund II”) in relation to increasing the registered capital of Hua Hong Wuxi from US\$1,800 million to approximately US\$2,536.85 million, where each of the Company, HHGrace, the Wuxi Entity and China IC Fund II will contribute approximately US\$177.78 million, US\$230.22 million, US\$160 million and US\$232 million, respectively as capital injection into Hua Hong Wuxi, on the basis that US\$1 increase in registered capital corresponds to US\$1.0857 of Capital Injection and the transactions contemplated thereby referred to in the circular to the Shareholders of the Company dated 9 August 2022 (the “Circular”)		

As witness my/our hand this _____ day of _____ 2022

Signature(s) (Note 4) _____
Shareholder(s) of the Company

Notes:

1. A proxy need not be a shareholder of the Company. A shareholder is entitled to appoint a proxy of his own choice to attend and vote instead of him. If such an appointment is made, delete the words “or failing him the duly appointed Chairman of the Extraordinary General Meeting” and insert the name and address of the person appointed as proxy in the space provided. If no name is inserted, the Chairman of the Extraordinary General Meeting will act as your proxy.
2. Please indicate with a “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed but without any indication, the proxy will vote for or against the resolutions or will abstain at his discretion at the meeting.
3. In the case of joint holders of a share in the Company, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
4. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
5. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, 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 (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022) or via the designated URL (<https://spot-e-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 9 August 2022, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or adjourned meeting as the case may be or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll. In the event that you attend the meeting (including via the online meeting) after having lodged this proxy form, this proxy form will be deemed to have been revoked.
6. 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.