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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: 01347)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “EGM”) of Hua Hong Semiconductor Limited (the “Company”) will be held at 10:30 a.m. on Friday, 17 March 2023 at Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the joint venture agreement dated 18 January 2023 (the “**JV Agreement**”) entered into among the Company, Shanghai Huahong Grace Semiconductor Manufacturing Corporation (“**HHGrace**”), 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**”) and Wuxi Xi Hong Guo Xin Investment Co., Ltd.* (無錫錫虹國芯投資有限公司) (the “**Wuxi Municipal Entity**”) in relation to the formation of a joint venture through a special purpose vehicle, namely Hua Hong Semiconductor Manufacturing (Wuxi) Co., Ltd.* (華虹半導體製造(無錫)有限公司) (the “**JV Company**”), to engage in the manufacturing and sale of integrated circuits, in particular, the production of 12-inch (300 mm) wafers (a copy of which has been produced to the EGM marked “**A**” and signed by the chairman of the EGM for identification purpose), pursuant to which the Company, HHGrace, China IC Fund II and the Wuxi Municipal Entity will inject capital of US\$880.38 million, US\$1,169.82 million, US\$1,165.8 million and US\$804 million, respectively, into the JV Company, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified.”
2. “**THAT** the JV investment agreement dated 18 January 2023 (the “**JV Investment Agreement**”) entered into among the Company, HHGrace, the JV Company, China IC Fund II and the Wuxi Municipal Entity in relation to the increase in the registered share capital of the JV Company from RMB6.68 million to US\$4.02 billion, of which the Company, HHGrace, China IC Fund II, and the Wuxi Municipal Entity will each contribute US\$880.38 million, US\$1,169.82 million, US\$1,165.8 million and US\$804 million, respectively, as capital into the JV Company (a copy of which has been produced to the EGM marked “**B**” and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified.”

3. “**THAT** the land transfer agreement dated 18 January 2023 (the “**Land Transfer Agreement**”) entered into among the JV Company and Hua Hong Semiconductor (Wuxi) Limited (“**Hua Hong Wuxi**”) in relation to the transfer of part of the land use right of several plots of land of 249,049 square meters located at Nos. 28 and 30, Xinzhou Road and Nos. 27 and 29, Xixing Road, Wuxi City, Jiangsu Province, PRC, from Hua Hong Wuxi to the JV Company for a consideration of RMB170,100,450.00 (a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for identification purpose) be and is hereby approved, confirmed and ratified.”

4. “**THAT** any one director of the Company be and is hereby authorized to do all such acts and things, to sign and execute documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the JV Agreement, the JV Investment Agreement, the Land Transfer Agreement and/or any transactions contemplated thereunder (to the extent being approved by the shareholders of the Company at the EGM pursuant to the ordinary resolutions numbered 1 to 3 above), and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such director, in the interests of the Company and its shareholders as a whole.”

By Order of the Board
Hua Hong Semiconductor Limited
Suxin Zhang
Chairman

24 February 2023

Notes:

1. 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 Extraordinary General Meeting, vote and submit questions online. In this regard, you should consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the "Intermediary") and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, you will be asked to provide your email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to you by the Company's Share Registrar, Tricor Investor Services Limited.
2. The proposed 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, 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 24 February 2023, 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 10:30 a.m. on 15 March 2023. 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, 14 March 2023 to Friday, 17 March 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Monday, 13 March 2023. All persons who are registered holders of the Shares on Friday, 17 March 2023, 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. Since the Company will conduct a hybrid Extraordinary General Meeting with the combination of a physical meeting and a virtual meeting online, certain Director(s) may attend the Extraordinary General Meeting through telephone/video conference or similar electronic means.
9. A circular containing further details concerning paragraph 1 in this notice will be sent to all Shareholders of the Company.

As at the date of this announcement, the directors of the Company are:

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