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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)**

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, APPOINTMENT OF NON-EXECUTIVE DIRECTOR, RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Hua Hong Semiconductor Limited (the “**Company**”) announces the following changes with effect from 28 March 2024:

1. Mr. Songlin Feng (“**Mr. Feng**”) was appointed as an independent non-executive director of the Company, a member of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company;
2. Ms. Chengyan Xiong (“**Ms. Xiong**”) was appointed as a non-executive director of the Company and a member of the Audit Committee of the Company;
3. Mr. Longfei Ye (“**Mr. Ye**”) has resigned as an independent non-executive director and a member of the nomination, remuneration and audit committee of the Company; and
4. Mr. Jun Ye was re-designated as a member of the Remuneration Committee and ceased to be a member of the Audit Committee immediately upon the re-designation.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Feng, aged 59, was appointed as an independent non-executive director of the Company with effect from 28 March 2024. He has over 32 years of experience in academic research in science and technology, including integrated circuits and semiconductors. He successively served as a deputy researcher, researcher, deputy director, director, an assistant to head and the head of the Institute of Semiconductors of the Chinese Academy of Sciences\* (中國科學院半導體研究所) from February 1992 to December 2000. From January 2001 to August 2010, he was a researcher, deputy head and the head of Shanghai Institute of Microsystems and Information Technology of the Chinese Academy of Sciences\* (中國科學院上海微系統與信息技術研究所). He successively served as a researcher, the leader of the planning team and the Dean of Shanghai Advanced Research Institute of the Chinese Academy of Sciences\* (中國科學院上海高等研究院) from March 2009 to May 2017, after which he took up his current role as a researcher at the same institute.

Mr. Feng has been an independent director of (i) INESA Intelligent Tech Inc. (雲賽智聯股份有限公司), a company listed on the Shanghai Stock Exchange (“SSE”) (Stock Code: 600602), since June 2020, (ii) GEN-S Power Group Co., Ltd. (庚星能源集團股份有限公司), a company listed on the SSE (Stock Code: 600753), since August 2020, and (iii) Shanghai Zhaoxin Semiconductor Co., Ltd.\* (上海兆芯集成電路股份有限公司) since April 2023. In addition, Mr. Feng has been a director of Shanghai Zhongyan Hongling Information Technology Co., Ltd.\* (上海中研宏瓴信息科技有限公司) since September 2020.

Mr. Feng graduated from Wuhan University (武漢大學) in 1983 with a bachelor’s degree in semiconductor physics, and from Université Paris Diderot in 1987 and 1990 with a master’s degree and a doctor’s degree in material sciences, respectively.

Mr. Feng has entered into a letter of appointment with the Company for a term of 3 years with effect from 28 March 2024, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Mr. Feng’s appointment as an independent non-executive director is subject to retirement by rotation and re-election at the Company’s general meeting in accordance with the Company’s articles of association (the “Articles”). Mr. Feng will receive a director’s fee of RMB500,000 per annum from the Company for his role as an independent non-executive director. The remuneration package of Mr. Feng will be reviewed by the Board and the Remuneration Committee from time to time.

Mr. Feng has confirmed that (i) he fulfils each of the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) he has not had or is not having any financial or other interests in the business of the Company and its subsidiaries (together, the “Group”) or any connection with any of the Company’s core connected persons (as defined in the Listing Rules); and (iii) there were no other factors which might have affected his independence at the time of his appointment.

As at the date of this announcement, Mr. Feng has no interest in any shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above and as at the date of this announcement, Mr. Feng (i) did not hold any directorships or other major appointments and qualifications in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not hold any positions in the Group; (iii) did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholder of the Company; and (iv) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Mr. Feng’s appointment.

The Board would like to take this opportunity to welcome Mr. Feng to the Board as an independent non-executive director of the Company.

## APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Ms. Xiong, aged 44, was appointed as a non-executive director of the Company and a member of the Audit Committee with effect from 28 March 2024.

Ms. Xiong has nearly 20 years of experience working in the finance and accounting sector. Prior to joining the Company, Ms. Xiong was a deputy chief staff member and chief staff member of the budget office of Shanghai State-owned Assets Supervision and Administration Commission\* (上海市國有資產監督管理委員會), after which she held various senior managerial positions within the group companies of Shanghai Huahong (Group) Co., Ltd. (上海華虹(集團)有限公司) (“**Huahong Group**”), a substantial shareholder of the Company. Ms. Xiong is currently the head of finance department of Huahong Group and holds various positions as a director or a supervisor at a number of the subsidiaries of Huahong Group.

Ms. Xiong graduated from Shanghai University of Finance and Economics (上海財經大學) with a master’s degree in management. Ms. Xiong is also a senior accountant and a non-practising certified public accountant in the PRC.

Ms. Xiong is expected to enter into a service contract with the Company for a term of 3 years with effect from 28 March 2024, provided that either party may terminate such service contract at any time by giving at least three month’s notice in writing. Ms. Xiong will not receive any emoluments from the Company for her role as a non-executive director. In accordance with the Articles, Ms. Xiong’s appointment as a non-executive director is subject to retirement by rotation and re-election at the Company’s general meeting. The remuneration package of Ms. Xiong will be reviewed by the Board and the Remuneration Committee from time to time.

As at the date of this announcement, Ms. Xiong has no interest in any shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, (i) Ms. Xiong does not have any relationships with any directors, senior management members, substantial shareholders or controlling shareholder (within the meaning of the Listing Rules) of the Company; (ii) Ms. Xiong has not held any directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; and (iii) there is no further information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to Ms. Xiong’s appointment.

The Board would like to take this opportunity to welcome Ms. Xiong to the Board as a non-executive director of the Company.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that with effect from 28 March 2024, Mr. Ye has resigned as an independent non-executive director, a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company as he wishes to retire and devote more time to his family and his other personal commitments.

Mr. Ye has confirmed that he has no disagreement with the Board, and there are no other matters in relation to his resignation as an independent non-executive director of the Company which need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere appreciation and gratitude to Mr. Ye for his invaluable contributions and guidance to the Company over the past decade.

## **CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

The Board announces that, in light of the appointment of Ms. Xiong, Mr. Jun Ye was re-designated as a member of the Remuneration Committee with effect from 28 March 2024 and ceased to be a member of the Audit Committee immediately upon the re-designation.

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

Shanghai, PRC, 28 March 2024

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

### ***Executive Directors***

Suxin Zhang (*Chairman*)

Junjun Tang (*President*)

### ***Non-executive Directors***

Jun Ye

Guodong Sun

Limin Zhou

Chengyan Xiong

### ***Independent Non-executive Directors***

Stephen Tso Tung Chang

Kwai Huen Wong, JP

Songlin Feng

\* *For identification purpose only*