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## **HG SEMICONDUCTOR LIMITED**

**宏 光 半 導 體 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6908)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of HG Semiconductor Limited (the “**Company**”) will be held at 2:00 p.m. on Thursday, 22 January 2026 at Unit B, 14/F., Microsoft Science and Technology Building, No. 55 Gaoxin South 9th Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, the People’s Republic of China for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**1. “THAT**

- (a) the conditional sale and purchase agreement (“**Agreement A**”) (a copy of which is marked “A” and produced to the meeting and initialled by the chairman of the meeting for identification purpose) dated 1 December 2025 and entered into between New Rainbow Developments Limited, Rosyfeild Limited and Wise Spring Global Limited (“**Vendors A**”) as vendors and the Company as purchaser in relation to the sale and purchase of all the issued shares in Join Gain HK Limited at a total consideration of HK\$73,388,000 to be satisfied by the Company issuing an aggregate of 146,776,000 new ordinary shares of HK\$0.01 each in the capital of the Company (the “**Consideration Shares**”) to Vendors A (and/or their respective nominee(s)) in the manner as provided therein and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares to Vendors A (and/or their respective nominee(s))) be and are hereby approved;
- (b) conditional upon Agreement A proceeding to completion in accordance with the terms and conditions set out therein, the directors (the “**Directors**”) of the Company be and are hereby authorised to allot and issue the Consideration Shares to Vendors A (and/or their respective nominee(s)) on the terms and conditions of Agreement A; and

- (c) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with Agreement A or any of the transactions contemplated thereunder and to make such amendments to Agreement A as the Directors may in their absolute discretion consider not material and necessary, appropriate, desirable or expedient in connection therewith.”

2. **“THAT**

- (a) the conditional sale and purchase agreement (**“Agreement B”**) (a copy of which is marked **“B”** and produced to the meeting and initialled by the chairman of the meeting for identification purpose) dated 1 December 2025 and entered into between Red Mont Global Limited (**“Vendor B”**) as vendor and the Company as purchaser in relation to the sale and purchase of the only issued share in Red Mont HK Limited at a consideration of HK\$40,816,000 to be satisfied by the Company issuing an interest bearing promissory note (the **“Promissory Note”**) in the same amount to Vendor B (or its nominee) in the manner as provided therein and the transactions contemplated thereunder (including but not limited to the issue of the Promissory Note to Vendor B (or its nominee)) be and are hereby approved;
- (b) conditional upon Agreement B proceeding to completion in accordance with the terms and conditions set out therein, the directors (the **“Directors”**) of the Company be and are hereby authorised to issue the Promissory Note to Vendor B (or its nominee) on the terms and conditions of Agreement B; and
- (c) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with Agreement B or any of the transactions contemplated thereunder and to make such amendments to Agreement B and/or the Promissory Note as the Directors may in their absolute discretion consider not material and necessary, appropriate, desirable or expedient in connection therewith.”

By order of the board of directors  
**HG Semiconductor Limited**  
**Dr. Xu Zhihong**  
*Chairman and Executive Director*

Hong Kong, 7 January 2026

*Registered Office in the Cayman Islands:*  
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Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarter and principal place of  
business in Hong Kong:*  
Room 2607  
26th Floor  
West Tower  
Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or if he/she/it is a holder of two or more shares of the Company, more than one proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company but must be present in person in the EGM to represent the member. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he/she/it so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the EGM is enclosed. 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 notarially certified copy of such power or authority, must be deposited with Boardroom Share Registrars (HK) Limited, the Company's Hong Kong branch share registrar and transfer office, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time for holding the EGM or any adjournment thereof.
4. The register of members of the Company will not be closed for the purpose of ascertaining the right of Shareholders to attend and vote at the EGM to be held on Thursday, 22 January 2026. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with Boardroom Share Registrars (HK) Limited, the Company's Hong Kong branch share registrar and transfer office, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 21 January 2026. Shareholders whose names appear on the register of members of the Company on Wednesday, 21 January 2026 will be entitled to attend and vote at the EGM.
5. The resolution(s) set out in this notice shall be decided by way of poll.

*As at the date of this notice, the executive directors of the Company are Dr. Xu Zhihong, Mr. Zhao Yi Wen, and Mr. Li Yang; and the independent non-executive directors of the Company are Mr. Zou Haiyan, Mr. Siu Miu Man, Simon, MH and Ms. Liu Wanwen.*