

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



HG SEMICONDUCTOR LIMITED

宏光半導體有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6908)

COMPLETION OF DISCLOSEABLE AND CONNECTED TRANSACTION

References are made to the circular of HG Semiconductor Limited (the “**Company**”) dated 7 January 2026 (the “**Circular**”) and the poll results announcement of the Company dated 22 January 2026 (the “**Announcement**”) in relation to, among other things, the Agreements and the transactions contemplated thereunder, and the grant of the Specific Mandate. Unless otherwise stated herein, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

COMPLETION OF AGREEMENT A

The Board is pleased to announce that all conditions precedent set out in Agreement A have been fulfilled and that Completion A took place on 29 January 2026. Upon Completion A taking place, the Company owns the entire issued share capital of Target Company A which in turn holds approximately 8.34% equity interest in Shenzhen Jiahong. As such, the financial results of the Target Company A will be consolidated into the financial statements of the Company and Shenzhen Jiahong is owned by the Group, the Employee Shareholding Platform, Target Company B, THJY Investment and Orchid Enterprises as to approximately 68.64%, 19.49%, 4.64%, 5.10% and 2.13%, respectively, and accordingly, Shenzhen Jiahong remains an indirect non wholly-owned subsidiary of the Company.

To fulfill the Consideration A according to Agreement A, the Company has allotted and issued 146,776,000 Consideration Shares at the issue price of HK\$0.50 per Consideration Share to Vendor A1 (as directed by Vendors A).

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately after Completion A taking place and the allotment and issue of the Consideration Shares.

Shareholder	Immediately upon Completion A taking place and the allotment and issue of the Consideration Shares	
	Number of Shares	%
Wide Yield Investment Holding Limited ⁽¹⁾	125,625,000	10.70
Vendor A1 ⁽²⁾	146,776,000	12.51
Ms. Qin	<u>6,485,500</u>	<u>0.55</u>
Sub-total	<u>278,886,500</u>	<u>23.76</u>
Jovial Star International Limited ⁽³⁾	161,817,231	13.79
<i>Directors</i>		
Mr. Zhao Yiwen ⁽⁴⁾⁽⁵⁾	21,156,250	1.80
Dr. Xu Zhihong ⁽⁵⁾	937,500	0.08
Mr. Li Yang ⁽⁵⁾	937,500	0.08
Ms. Liu Wanwen ⁽⁶⁾	250,000	0.02
Mr. Zou Haiyan ⁽⁶⁾	250,000	0.02
Mr. Siu Miu Man ⁽⁶⁾	250,000	0.02
Other public Shareholders ⁽⁷⁾	<u>709,182,000</u>	<u>60.42</u>
Total	<u>1,173,666,981</u>	<u>100.0</u>

Notes:

1. Wide Yield Investment Holding Limited is a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by Ms. Qin Anqi, the daughter of Ms. Qin.
2. Vendor A1 is 100% owned by Ms. Qin.
3. Jovial Star International Limited is a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by Mr. Zhan.
4. The 21,156,250 Shares in which Mr. Zhao Yi Wen ("Mr. Zhao") was interested included 20,218,750 Shares held by First Global Limited, a company wholly owned by Mr. Zhao Yi Wen, in which Mr. Zhao Yi Wen is deemed to be interested under the SFO.

5. *937,500 new Shares were allotted and issued to each of these Directors on 29 January 2026 pursuant to the Company's Share Award Scheme adopted on 29 December 2023.*
6. *250,000 new Shares were allotted and issued to each of these Directors on 29 January 2026 pursuant to the Company's Share Award Scheme adopted on 29 December 2023.*
7. *An aggregate of 84,510,000 new Shares were allotted and issued to numerous grantees (other than Directors) on 29 January 2026 pursuant to the Company's Share Award Scheme adopted on 29 December 2023.*
8. *The percentage figures are subject to rounding adjustments and may not add up to 100%.*

Further announcement will be made by the Company upon completion of Agreement B taking place.

By order of the Board
HG Semiconductor Limited
Dr. Xu Zhihong
Chairman and Executive Director

Hong Kong, 29 January 2026

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

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.