

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GigaDevice Semiconductor Inc., you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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GigaDevice
GigaDevice Semiconductor Inc.
兆易創新科技集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3986)

2025 ANNUAL REPORT
2025 PROFIT DISTRIBUTION PLAN
RESOLUTION ON THE RE-APPOINTMENT OF AUDITORS FOR
THE YEAR OF 2026
RESOLUTION ON THE ESTIMATED AMOUNTS OF DAILY RELATED
PARTY TRANSACTIONS FOR THE YEAR OF 2026
2025 WORK REPORT OF THE BOARD
RESOLUTION ON THE AMENDMENTS TO THE REMUNERATION
MANAGEMENT SYSTEM OF
DIRECTORS AND SENIOR MANAGEMENT
RESOLUTION ON THE CONFIRMATION OF DIRECTORS'
REMUNERATION FOR THE YEAR OF 2025 AND
THE REMUNERATION PLAN FOR THE YEAR OF 2026
RESOLUTION ON THE CHANGE IN REGISTERED
CAPITAL OF THE COMPANY AND PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
RESOLUTION ON THE GENERAL MANDATE FOR THE ISSUE OF NEW
H SHARES, SALE AND/OR TRANSFER OF TREASURY SHARES
RESOLUTION ON THE GENERAL MANDATE FOR
THE REPURCHASE OF H SHARES
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

A notice convening the 2025 annual general meeting (the "AGM") of GigaDevice Semiconductor Inc. (the "Company") to be held at the Meeting Room, 6th Floor, Cheng'ao Building, No. 5 Anding Road, Chaoyang District, Beijing, the PRC at 2:00 p.m. on Friday, April 24, 2026 is set out on pages AGM-1 to AGM-3 of this circular.

The proxy form for use in connection with the AGM is enclosed herewith. The proxy form is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.gigadevice.com).

Any shareholder(s) of the Company (the "Shareholders") entitled to attend and vote at the AGM is (are) entitled to appoint one or more proxies to attend and vote on his/her (their) behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the AGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H share registrar, Tricor Investor Services Limited, at 17/E, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Thursday, April 23, 2026) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

April 2, 2026

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DEFINITIONS

In this circular, the following terms shall have the following meanings unless the context otherwise requires:

“A Share(s)”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“A Shareholder(s)”	holder(s) of the A Share(s)
“Annual General Meeting” or “AGM”	the 2025 annual general meeting of the Company to be held at the Meeting Room, 6th Floor, Cheng’ao Building, No. 5 Anding Road, Chaoyang District, Beijing, the PRC at 2:00 p.m. on Friday, April 24, 2026
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board” or “Board of Directors”	the Board of Directors of the Company
“Company”	GigaDevice Semiconductor Inc. (兆易創新科技集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H shares and A shares are listed on the Main Board of the Stock Exchange (Stock Code: 3986) and the Main Board of the Shanghai Stock Exchange (Stock Code: 603986) respectively
“Company Law”	the Company Law of the People’s Republic of China
“CXMT”	CXMT Corporation (長鑫科技集團股份有限公司), a joint stock company incorporated in the PRC with limited liability
“CXMT Memory”	CXMT Memory Technologies, Inc. (長鑫存儲技術有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of CXMT
“CXMT (Hefei)”	CXMT Memory Technologies (Hefei) Inc., a limited liability company incorporated in the PRC and a wholly-owned subsidiary of CXMT
“Director(s)”	the director(s) of the Company

DEFINITIONS

“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“China” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this circular only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“US\$” or “USD”	United States dollar, the lawful currency of the United States
“%”	percent



GigaDevice

GigaDevice Semiconductor Inc.
兆易創新科技集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3986)

Executive Directors:

Mr. Zhu Yiming (朱一明)

Mr. He Wei (何衛)

Mr. Hu Hong (胡洪)

Non-Executive Director:

Ms. Wen Tian (文恬)

Independent Non-Executive Directors:

Mr. Zhou Haitao (周海濤)

Dr. Qian He (錢鶴)

Ms. Yeung Siuman Shirley (楊小雯)

Dr. Chen Jie (陳潔)

Mr. Zheng Xiaodong (鄭曉東)

Registered office and

headquarters in the PRC:

Room 101, 1/F to 5/F, Building 8

No. 9 Fenghao East Road

Haidian District

Beijing

PRC

Principal place of business

in Hong Kong:

Room 1915, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

April 2, 2026

To the Shareholders

Dear Sir or Madam,

2025 ANNUAL REPORT
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THE REPURCHASE OF H SHARES
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

On behalf of the Board, I invite you to attend the AGM to be held at the Meeting Room, 6th Floor, Cheng'ao Building, No. 5 Anding Road, Chaoyang District, Beijing, the PRC at 2:00 p.m. on Friday, April 24, 2026.

The purpose of this circular is to issue the notice of AGM and provide you with all reasonably necessary information to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the AGM.

2. 2025 ANNUAL REPORT

An ordinary resolution will be proposed at the AGM to approve the 2025 annual report of the Company. The A Share Annual Report was published on the website of the Shanghai Stock Exchange (www.sse.com.cn) on March 31, 2026 and the H Share Annual Report (the "Annual Report") was published on the website of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (www.gigadevice.com) on April 2, 2026.

3. 2025 PROFIT DISTRIBUTION PLAN

As audited by KPMG Huazhen LLP, the net profit attributable to shareholders of the listed company in the consolidated financial statements of the Company for 2025 was RMB1,648,022,651.70, of which the parent company realized a net profit of RMB689,962,685.17, and the actual profit available for distribution to shareholders in 2025 was RMB1,648,022,651.70. As of December 31, 2025, the accumulated profit available for distribution of the parent company was RMB5,623,935,680.66 and the capital reserve was RMB8,789,173,777.72.

The Company intends to distribute a cash dividend of RMB7.50 per 10 shares (tax inclusive) to all shareholders based on the total share capital on the registration date of equity distribution in 2025, deducting the shares in the repurchase dedicated securities account of the Company. At present, the total share capital of the Company is 701,102,451 shares (including 667,849,351 A Shares and 33,253,100 H Shares). After deducting the 603,020 shares in the A-share repurchase dedicated securities account of the Company, the actual shares participating in the profit distribution this time are 700,499,431 shares. Based on this, the Company plans to distribute a total cash dividend of RMB525,374,573.25 this time, accounting for 31.88% of the net profit attributable to shareholders of listed companies in the consolidated financial statements of the Company for 2025. The cash dividends of the Company are denominated and declared in RMB and paid to A Shareholders in RMB and to H Shareholders in HKD. The actual amount of H Share dividends will be calculated based on the central parity rate of RMB to HKD as announced by the People's Bank of China on the date of the AGM. The H Share dividends is expected to be paid on or before June 24, 2026.

LETTER FROM THE BOARD

In 2025, the Company will not convert capital reserve into share capital or issue bonus shares.

The shares in the repurchase dedicated securities account of the Company will not participate in this profit distribution. During the period from the date of consideration and approval by the Board of the Company to the registration date of equity distribution, if the total share capital of the Company participating in equity distribution changes due to additional share issuance, share repurchase, exercise of stock options, etc., the Company intends to maintain the distribution ratio per share unchanged and adjust the total distribution accordingly. If the total share capital of the Company and/or the number of shares entitled to participate in the equity distribution changes subsequently, it will be adjusted according to the specific circumstances.

If the above proposal is approved at the AGM, the Final Dividend will be distributed to H Shareholders whose names appear on the Company's register of members at the close of business on Wednesday, April 29, 2026. In order to determine the identity of shareholders entitled to receive the Final Dividend, the Company will close the registration of share transfers for H Shares during the period from Thursday, April 30, 2026 to Monday, May 4, 2026 (both days inclusive), during which period no transfer of shares will be effected. H Shareholders who wish to receive the Final Dividend must lodge all transfer documents accompanied by the relevant share certificates with the Company's H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, April 29, 2026. For the payment of dividend to A Shareholders, please refer to the announcement(s) of the Company on Shanghai Stock Exchange.

This resolution has been considered and approved by the Board and is hereby submitted to the AGM for consideration as an ordinary resolution.

4. RESOLUTION ON THE RE-APPOINTMENT OF AUDITORS FOR THE YEAR OF 2026

KPMG Huazhen LLP ("KPMG Huazhen") and KPMG ("KPMG Hong Kong"; together with KPMG Huazhen, "KPMG") fulfilled their duties with due diligence in the Company's 2025 annual domestic and overseas financial and internal control audits, and complied with the professional standards of independence, objectivity and impartiality. They satisfactorily completed the annual report audit and internal control audit work entrusted by the Company. To maintain the continuity of the Company's audit work, it is proposed to reappoint KPMG Huazhen and KPMG Hong Kong as the Company's domestic and overseas auditors for the year of 2026. The AGM is hereby requested to authorise the Audit Committee of the Company to fairly negotiate and determine the audit service fees with KPMG based on the audit workload and by reference to the market rate of audit service fees.

This resolution has been considered and approved by the Board and is now submitted to the AGM for consideration by way of an ordinary resolution.

LETTER FROM THE BOARD

5. RESOLUTION ON THE ESTIMATED AMOUNTS OF DAILY RELATED PARTY TRANSACTIONS FOR THE YEAR OF 2026

In light of the requirements of business development, in 2026, the Company and the holding subsidiaries (collectively the “**Company**”) will continue to carry out business cooperation with CXMT and its holding subsidiaries (collectively the “**CXMT Group**”). Based on the Company’s prediction of the market situation and combined with the actual business situation in 2025, the Company estimated that the transaction amount for procurement of DRAM-related products manufactured under foundry arrangements from CXMT Group, including but not limited to CXMT Memory, CXMT (Hefei) and other major business subsidiaries, shall be US\$825 million in 2026.

This resolution has been considered and approved by the Board and is now submitted to the AGM for consideration by way of an ordinary resolution. Details of the resolution are set out in the Appendix I to this circular.

For the avoidance of doubt, as CXMT Group is not a connected person of the Company under the Listing Rules, transactions between the Company and CXMT Group do not constitute continuing connected transactions under Chapter 14A of the Listing Rules.

6. 2025 WORK REPORT OF THE BOARD

An ordinary resolution will be proposed at the AGM to approve the Company’s 2025 Work Report of the Board. Details of the resolution are set out in the Appendix II to this circular.

7. RESOLUTION ON THE AMENDMENTS TO THE REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT

In order to further improve the remuneration management of Directors and senior management of the Company, establish and improve the incentive and restraint mechanism that meets the requirements of the modern enterprise management system, fully mobilize the enthusiasm and creativity of Directors and senior management, and improve the business efficiency and management level of the Company, the Company intends to amend the Remuneration Management System of Directors and Senior Management in order to further improve the management structure, standards, payment and recourse for the remuneration of Directors and senior management in accordance with the Company Law, the Securities Law of the People’s Republic of China, the Governance Guidelines for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other laws, regulations, normative documents and the Articles of Association, and taking into account the actual situation of the Company. Details of the resolution are set out in the Appendix III to this circular.

This resolution has been considered and approved by the Board and is now submitted to the AGM for consideration by way of an ordinary resolution.

LETTER FROM THE BOARD

8. RESOLUTION ON THE CONFIRMATION OF DIRECTORS' REMUNERATION FOR 2025 AND THE REMUNERATION PLAN FOR 2026

In accordance with the Governance Code for Listed Companies, the Articles of Association, the Working Rules of the Remuneration and Appraisal Committee of the Board and other relevant regulations, and taking into account the actual situation such as the duties and work requirements of the Directors of the Company, the Directors' remuneration for 2025 is confirmed. Please refer to the annual report for details of the remuneration.

In 2026, non-independent Directors of the Company will receive post remuneration based on their position in the Company, and no further remuneration will be paid to Directors except for post remuneration; the independent Directors receive a fixed allowance.

No.	Name of Resolution	Content of Resolution
(I) Executive Directors		
7.01	Zhu Yiming	<p>(1) In 2025, Directors of the Company who hold other positions concurrently in the Company will receive remuneration according to the remuneration system of their respective positions during their tenure of office, and the Company will no longer pay them any further remuneration as Directors. In 2026, the principles for formulating the remuneration package for Directors remained unchanged.</p> <p>(2) In 2025, based on the Company's actual operating results and individual performance appraisal results, the remuneration of the senior management of the Company for 2025 will be confirmed.</p>
7.02	He Wei	<p>In 2026, the senior management of the Company will receive remuneration according to the remuneration system for their respective positions, and will receive remuneration after performance appraisal and evaluation in accordance with the Company's Remuneration Management System of Directors and Senior Management. The overall remuneration includes basic remuneration, welfare, short-term incentives, etc. The basic remuneration is paid on a monthly basis, and the Company may adjust the basic remuneration of senior management according to factors such as the industry in which it operates, the scale of enterprise development, the operating conditions of the Company and the changes in remuneration levels within the same industry. Short-term incentives are assessed and distributed based on the Company's operating results and job assessment.</p>
7.03	Hu Hong	<p>In 2026, the senior management of the Company will receive remuneration according to the remuneration system for their respective positions, and will receive remuneration after performance appraisal and evaluation in accordance with the Company's Remuneration Management System of Directors and Senior Management. The overall remuneration includes basic remuneration, welfare, short-term incentives, etc. The basic remuneration is paid on a monthly basis, and the Company may adjust the basic remuneration of senior management according to factors such as the industry in which it operates, the scale of enterprise development, the operating conditions of the Company and the changes in remuneration levels within the same industry. Short-term incentives are assessed and distributed based on the Company's operating results and job assessment.</p>

LETTER FROM THE BOARD

No.	Name of Resolution	Content of Resolution
(II) Non-Executive Director/ Employee Representative Director		
7.04	Wen Tian	In 2025, Directors of the Company who hold other positions concurrently in the Company will receive remuneration according to the remuneration system of their respective positions during their tenure of office, and the Company will no longer pay them any further remuneration as Directors. In 2026, the principles for formulating the remuneration package for Directors remained unchanged.
(III) Independent Non-Executive Directors		
7.05	Zhou Haitao	<p>In 2025, the allowance is RMB240,000 per year (before tax), which is paid monthly.</p> <p>In 2026, the principles for formulating the remuneration package for Directors remained unchanged.</p>
7.06	Qian He	
7.07	Yeung Siuman Shirley	
7.08	Chen Jie	
7.09	Zheng Xiaodong	

This resolution has been considered and approved by the Board and is now submitted to the AGM for consideration by way of an ordinary resolution.

9. RESOLUTION ON THE CHANGE IN REGISTERED CAPITAL OF THE COMPANY AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated March 30, 2026 in relation to the change in registered capital of the Company and amendments to the Articles of Association.

On November 14, 2025, the Company completed the share registration for the fourth exercise period of the 2021 Share Option and Restricted Share Incentive Scheme, resulting in an increase of 571,379 new Shares. The Company's A Shares increased from 667,277,972 shares to 667,849,351 shares. On January 13, 2026, 28,915,800 H Shares of the Company (prior to the exercise of the over-allotment option) were listed and traded on the Main Board of the Stock Exchange. On February 11, 2026, an additional 4,337,300 H Shares of the Company issued upon the full exercise of the over-allotment option were listed and traded on the Main Board of the Stock Exchange, and the Company's H Shares increased from 28,915,800 shares to 33,253,100 shares.

In light of above, the Company's total share capital changed from 667,277,972 shares to 701,102,451 shares; the Company's registered capital changed from RMB667,277,972 to RMB701,102,451.

LETTER FROM THE BOARD

In connection with the foregoing matters regarding the listing and issuance of the Company's H Shares and the change of registered capital, the Company intends to amend the Articles of Association as follows:

No.	Original Provisions and Content	Amended Provisions and Content
1.	3 Upon filing with the CSRC on December 9, 2025 and approval by the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Stock Exchange) on [●] [●], [●], the Company conducted its initial public offering of [●] overseas listed foreign shares, which were listed on the Main Board of the Hong Kong Stock Exchange on [●] [●], [●].	3 Upon filing with the CSRC on December 9, 2025 and approval by the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Stock Exchange) on [●] [●], [●], the Company conducted its initial public offering of 33,253,100 overseas listed foreign shares (after the exercise of the over-allotment option), which the Company were was listed on the Main Board of the Hong Kong Stock Exchange on January 13, 2026 .
2.	6 The registered capital of the Company is RMB[●].	6 The registered capital of the Company is RMB701,102,451 .
3.	16 The Company has issued a total of [●] shares with a par value of RMB1 per share. The Company's share capital structure comprises: [●] ordinary shares, including 667,277,972 A Shares and [●] H Shares.	16 The Company has issued a total of 701,102,451 shares with a par value of RMB1 per share. The Company's share capital structure comprises: 701,102,451 ordinary shares, including 667,277,972 A Shares and 33,253,100 H Shares.
4.	217 The Articles of Association shall take effect upon approval by the general meeting and from the date on which the Company's H shares are listed on The Stock Exchange of Hong Kong Limited. The interpretation of the Articles of Association shall rest with the Board of the Company.	217 The Articles of Association shall take effect upon from the date of approval by the general meeting and from the date on which the Company's H shares are listed on The Stock Exchange of Hong Kong Limited . The interpretation of the Articles of Association shall rest with the Board of the Company.

No other proposed amendments are made to the Articles of Association other than those set out above. The adoption of amended Articles of Association will take effect upon approval of the Company's shareholders by way of a special resolution at the AGM. Until such approval, the current Articles of Association remain in effect.

This resolution has been considered and approved by the Board and is now submitted to the AGM for consideration by way of a special resolution, and the AGM is requested to authorize the management of the Company to appoint a special person to handle all relevant matters relating to the approval and registration of the above-mentioned industrial and commercial changes.

LETTER FROM THE BOARD

10. RESOLUTION ON THE GENERAL MANDATE FOR THE ISSUE OF NEW H SHARES, SALE AND/OR TRANSFER OF TREASURY SHARES

In the interests of the Company, the Company submits the following matters to the AGM for approval:

To approve the general mandate granted to the Board to, based on market conditions and the Company's needs, (i) determine the allotment, issue and disposal of H Shares of the Company or otherwise dispose of additional shares, and (ii) sell from treasury and/or transfer of H Shares held as treasury shares, provided that the total number thereof shall not exceed 20% of the total issued shares of the Company (including A Shares and H Shares, excluding any treasury shares) as at the date on which the resolution is approved by the Shareholders, and authorize the Board to make such corresponding amendments to the Articles of Association as it thinks fit to reflect the structure of the share capital of the Company following the allotment or issue of additional shares pursuant to such mandate, or to do all necessary or desirable actions, acts and matters in connection therewith.

The aforementioned mandate shall become effective on the date the relevant resolution is passed, and its validity period shall expire on the earlier of the following dates: (i) the conclusion of the 2026 annual general meeting of the Company; or (ii) the revocation or variation of the general mandate given under this resolution by a special resolution passed by the Shareholders of the Company at a general meeting.

This resolution has been considered and approved by the Board and is now submitted to the AGM for consideration by way of a special resolution.

11. RESOLUTION ON THE GENERAL MANDATE FOR THE REPURCHASE OF H SHARES

In the interests of the Company, the Company submits the following matters to the AGM for approval:

To approve the general repurchase mandate granted to the Board to repurchase the issued H Shares of the Company based on market conditions and the Company's needs, provided that the total number of such repurchased shares shall not exceed 10% of the total issued H Shares of the Company (excluding any treasury shares, if any) as at the date on which the resolution is approved by the Shareholders, and to authorize the Board to do all such deeds, acts and matters necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares.

The aforementioned mandate shall become effective on the date the relevant resolution is passed, and its validity period shall expire on the earlier of the following dates: (i) the conclusion of the 2026 annual general meeting of the Company; or (ii) the revocation or variation of the general mandate given under this resolution by a special resolution passed by the Shareholders of the Company at a general meeting.

This resolution has been considered and approved by the Board and is now submitted to the AGM for consideration by way of a special resolution.

LETTER FROM THE BOARD

12. AGM

The AGM is to be held at the Meeting Room, 6th Floor, Cheng'ao Building, No. 5 Anding Road, Chaoyang District, Beijing, the PRC at 2:00 p.m. on Friday, April 24, 2026. The notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular.

Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the AGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Thursday, April 23, 2026) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

13. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the AGM, the H Shares register of members of the Company will be closed from Tuesday, April 21, 2026, to Friday, April 24, 2026, both dates inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company at the close of business on Monday, April 20, 2026 are entitled to attend and vote at the AGM.

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged by H Shareholders with the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, April 20, 2026.

14. VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the general meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands. Accordingly, the resolutions proposed at the AGM will be voted on by poll. On a poll, each Shareholder who attends the AGM in person or by proxy (or where the Shareholder is a corporation, by its duly authorized representative) shall have one vote in respect of each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote is not required to use all his/her/its votes or cast the votes he/she/it used in the same manner.

LETTER FROM THE BOARD

Mr. Zhu Yiming and InfoGrid Limited have a material interest in Resolutions 4 and 7.01, and directors and senior management who hold shares of the Company have a material interest in Resolutions 7.02 to 7.09. They shall abstain from voting on the relevant resolutions at the AGM, respectively. Save as aforesaid, no other Shareholders are considered to have a material interest in any of the resolutions proposed at the AGM that would require them to abstain from voting on the approval of such resolutions.

15. RECOMMENDATION

The Board (including independent non-executive Directors) is of the view that the proposed resolutions at the AGM are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

16. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
GigaDevice Semiconductor Inc.
Mr. Zhu Yiming
Chairman of the Board and Executive Director

APPENDIX I ESTIMATED AMOUNTS OF DAILY RELATED PARTY TRANSACTIONS FOR THE YEAR OF 2026

I. INTRODUCTION OF RELATED PARTIES AND RELATED RELATIONSHIPS

(I) Basic Information of Related Parties

1. CXMT Corporation

Unified Social Credit Code: 91340100MA2MWUT60Q

Registered Capital: RMB60,192.797469 million

Legal Representative: Zhao Lun (趙綸)

Date of Establishment: June 13, 2016

Address: No. 388 Xingye Avenue, Konggang Industrial Park, Economic and Technological Development Zone, Hefei City, Anhui Province

Business Scope: Integrated circuit design, manufacturing, processing; sales of electronic products and provision of related after-sales services and technical services; research and development, design, contract manufacturing, and sales of semiconductor integrated circuit chips; design and development of computer software and hardware and network software and hardware products; sales of computer software and hardware, auxiliary equipment, electronic components, communication equipment; technology development, transfer, consultation, services, training, and testing related to integrated circuits; equipment and property leasing; import and export business of various commodities and technologies in self-operation and agency (except those restricted or prohibited by the state). (Projects subject to approval according to law can only be carried out after approval by relevant departments)

Major Shareholders: Hefei Qinghui Jidian Enterprise Management Partnership (Limited Partnership) (合肥清輝集電企業管理合夥企業(有限合夥)) holds 21.67% of shares; Hefei Changxin Integrated Circuit Co., Ltd. (合肥長鑫集成電路有限責任公司) holds 11.71% of shares; 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) holds 8.73% of shares; Hefei Jixin Enterprise Management Partnership (Limited Partnership) (合肥集鑫企業管理合夥企業(有限合夥)) holds 8.37% of shares; and Anhui Provincial Investment Group Holdings Co., Ltd. (安徽省投資集團控股有限公司) holds 7.91% of shares.

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Key Financial Data:

Unit: RMB0,000

Items	June 30, 2025/Jan-Jun 2025 (Audited)	December 31, 2024/2024 (Audited)
Total Assets	28,990,247.02	27,159,883.10
Equity Attributable to Owners of the Parent Company	4,655,221.65	4,141,966.16
Operating Revenue	1,543,792.46	2,417,824.87
Net Profit Attributable to the Parent Company	-233,205.82	-714,488.72

Note: Data sourced from Prospectus of CXMT Corporation for Initial Public Offering and Listing on the STAR Market (Application Draft) (《長鑫科技集團股份有限公司首次公開發行股票並在科創板上市招股書(申報稿)》)

2. *CXMT Memory Technologies, Inc. (長鑫存儲技術有限公司)*

Unified Social Credit Code: 91340111MA2R95NL69

Registered Capital: RMB23,887.6015663 million

Legal Representative: Wu Liying (吳麗影)

Date of Establishment: November 16, 2017

Address: No.799 Qide Road, Economic and Technological Development Zone, Hefei City, Anhui Province

Business Scope: Permitted Projects: Employment agency activities (Projects that are subject to approval according to law may only be carried out upon approval by relevant departments, and the specific business projects shall be subject to approval documents or licenses of relevant departments) General Projects: Data processing and storage support services; integrated circuit design; technical services, development, consultation, exchange, transfer, promotion; information technology consulting services; electronic product sales; integrated circuit chip design and services; integrated circuit chip and product manufacturing; integrated circuit chip and product sales; software development; network and information security software development; software sales; wholesale of computer software and hardware, and auxiliary equipment; wholesale of electronic components; retail of electronic components; sales of electronic components and electromechanical assembly equipment; sales of communication

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equipment; machinery and equipment leasing; non-residential real estate leasing; housing leasing; investment activities with own funds; import and export of goods; import and export of technology; import and export agency (Except for projects requiring permits, operations can be carried out independently and legally in non-prohibited or restricted areas according to laws and regulations.)

Shareholder: CXMT Corporation holds 100% of the shares.

3. *CXMT Memory Technologies (Hefei) Inc. (長鑫存儲科技(合肥)有限公司)*

Unified Social Credit Code: 91340111MA8PDEPY0N

Registered Capital: RMB100 million

Legal Representative: Zhao Lun (趙綸)

Date of Establishment: August 26, 2022

Address: No. 388 Xingye Avenue, Konggang Industrial Park, Economic and Technological Development Zone, Hefei City, Anhui Province

Business Scope: General Projects: Manufacturing of special electronic materials; sales of special electronic materials; research and development of special electronic materials; integrated circuit chip design and services; integrated circuit manufacturing; integrated circuit sales; integrated circuit chip and product manufacturing; technical services, development, consultation, exchange, transfer, promotion; technology import and export; import and export of goods; import and export agency; manufacturing of electronic components; wholesale of electronic components; retail of electronic components (Except for projects requiring permits, operations can be carried out independently and legally in non-prohibited or restricted areas according to laws and regulations)

Shareholder: CXMT Corporation holds 100% of the shares.

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(II) Related Relationship with the Company

Mr. Zhu Yiming, the Chairman of the Company, serves as the Chairman of CXMT Corporation. According to the relevant provisions of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange concerning related legal persons, CXMT Group is a related legal person of the Company.

(III) Ability to Fulfill the Obligations

CXMT Group is primarily engaged in the design, research and development, production, and sales of dynamic random-access memory (DRAM) chips. The production and operations of CXMT Corporation and its main business subsidiaries involved in daily related party transactions with the Company, such as CXMT Memory and CXMT (Hefei), are normal with sound financial conditions and credit status.

Based on the historical commercial interactions between the Company and CXMT Group, CXMT Group has been able to comply with the various contractual agreements with the Company. The Company believes that CXMT Group possesses good ability to fulfill its obligations.

II. PREVIOUS ESTIMATES AND ACTUAL OCCURRENCES OF DAILY RELATED PARTY TRANSACTIONS

In 2025, the Company's daily related party transactions were as follows:

Unit: 100 million

Related Party Transaction Category	Related Party	Estimated Amount for 2025		Actual Amount Incurred in 2025	Reason for Significant Difference Between Estimated and Actual Amounts
		<i>Equivalent</i>			
		<i>USD</i>	<i>RMB</i>		
Procurement and foundry services for own-brand DRAM Products	CXMT Group	1.61	11.61	11.82	-

Note: The above figures are exclusive of tax.

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III. ESTIMATED AMOUNTS AND CATEGORIES OF THE CURRENT DAILY RELATED PARTY TRANSACTIONS

Based on the needs of the Company's business development and forecasts of market conditions, the Company estimates the daily related party transactions with CXMT Group for the year of 2026 as follows:

Unit: 100 million

Related Party Transaction Category	Related Party	Estimated Amount for the Year of 2026		Cumulative Amount Incurred with Related Party in 2026	Actual Amount Incurred in 2025	Reason for Significant Difference Between Current Estimated Amount and Previous Year's Actual Amount
		<i>Equivalent</i> USD	RMB			
Procurement and foundry services for own-brand DRAM Products	CXMT Group	8.25	57.11	5.81	11.82	In 2026, due to the increase in business demand brought about by the continuous implementation of the Company's niche new products and solutions, as well as the upward trend in niche DRAM market prices, the cost of wafer foundry correspondingly increased significantly year-on-year.

Notes:

1. The estimated amount for the year of 2026 is exclusive of tax. The equivalent RMB amount is converted using the central parity rate of USD against RMB on March 30, 2026 (6.9223) and rounded.
2. Statistics on the cumulative amount incurred with related party in 2026 as of March 30, 2026.

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IV. MAIN CONTENT AND PRICING POLICY OF RELATED PARTY TRANSACTIONS

The estimated daily related party transactions mainly involve the Company's procurement of DRAM-related products manufactured under foundry arrangements from CXMT Group, which falls within the normal scope of the Company's business. When actual related party transactions occur, the Company follows the pricing principles of fairness, reasonableness and fair, and determines based on market prices and through negotiation between the transacting parties.

V. PURPOSE OF RELATED PARTY TRANSACTIONS AND IMPACT ON THE LISTED COMPANY

(I) Necessity of Related Party Transactions

The Company is a leading domestic Fabless memory supplier. DRAM is an important product line for the Company with good market prospects and development potential. Since 2021, the Company has successively designed and launched several niche DRAM products such as DDR4, DDR3 and LPDDR4. As a Fabless company operating under a light-asset model, after completing product design, processes such as wafer manufacturing need to be outsourced to specialized wafer foundries. CXMT Group is a rare domestic IDM enterprise for DRAM memory products. Based on the strategic cooperation relationship between the two parties, CXMT Group allocates part of its production capacity to provide foundry services for the Company's niche DRAM business, making it an important partner for the Company in the niche DRAM business segment. Both parties uphold a friendly cooperative relationship. Through the cooperation mode of DRAM product procurement and foundry services, they complement each other's strengths, optimize resource allocation, enrich the Company's product portfolio, which is conducive to enhancing the Company's core competitiveness and industry position, and aligns with the Company's business development needs.

(II) Fairness and Reasonableness of Related Party Transactions

The daily related party transactions between the Company and CXMT Group constitute normal commercial transactions. Both parties follow the principles of mutual agreement and fair dealing. Transaction prices are determined fairly and reasonably based on market fair prices. The business cooperation between the two parties can fully utilize the resources and advantages possessed by each, achieving complementary strengths and rational allocation of resources.

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(III) No Impact of Related Party Transactions on Company's Independence

The Company's main business will not become dependent on the related party due to such transactions and will not harm the interests of the Company and non-related shareholders. The Company's daily related party transactions comply with relevant laws, regulations and systems without effect on the Company's independence, and there is no situation that harms the interests of the Company's shareholders, especially minority shareholders.

In 2025, the Board of Directors of GigaDevice Semiconductor Inc. (hereinafter referred to as the “**Company**”) strictly performed the duties conferred by the general meeting of the Company in accordance with the PRC Company Law (《中華人民共和國公司法》), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), and other laws and regulations, as well as the Articles of Association, the Rules of Procedure for the Board of Directors and other relevant provisions. It operated in a standardized manner, made scientific decisions, rigorously implemented various resolutions adopted at the general meeting of the Company, continuously improved the corporate governance system, and actively promoted the implementation of the Company’s strategies and the achievement of its business development goals. All directors of the Company fulfilled their duties with due diligence and diligence, actively participated in the decision-making of major corporate matters, promoted the implementation of resolutions adopted by the Board of Directors, advanced the high-quality development of the Company, and safeguarded the legitimate rights and interests of the Company and all shareholders. The major works of the Board of Directors of the Company for the year 2025 is reported as follows:

I. BUSINESS REVIEW OF THE COMPANY FOR THE YEAR 2025

In 2025, the Company achieved sound growth in operating income and profit, mainly attributable to the synergistic effects arising from the optimisation of the industry landscape, the steady implementation of the Company’s strategies and the rapid technological iteration. At the industry level, the memory industry was on an upward cycle, and the optimisation of the supply and demand structure drove the simultaneous increase in product sales volume and prices. At the strategic level, the Company actively embraced AI and developed new businesses, new products and solutions such as customised memory, high-computing-power MCUs and AI MCUs. The Company has always adhered to its development goal centring on market share, continuously deepened its diversified product portfolio, and the growing demand across multiple sectors has formed efficient synergy with the Company’s extensive product matrix, providing solid support for the steady rise in annual performance. The Company maintained a rapid pace of technological iteration and actively responded to customer demand in various fields including PCs, servers, automotive electronics and edge AI. During the reporting period, the Company recorded operating income of RMB9.203 billion, representing a year-on-year increase of 25.12%; net profit attributable to shareholders of the listed company of RMB1.648 billion, representing a year-on-year increase of 49.47%; and net profit attributable to shareholders of the listed company after deducting non-recurring profit or loss of RMB1.469 billion, representing a year-on-year increase of 42.57%.

The operating situations of the Company for 2025 are summarised as follows:

- (I) **Memory cycle on the rise, all types of the company's memory products benefited to varying degrees; downstream sectors such as consumer, automotive, industrial, memory and computing achieved rapid growth**

During the reporting period, the company's memory chips operating income increased by approximately 26.41% year-on-year. Among them, niche DRAM and SLC NAND Flash benefited from the rapid price increase brought about by tight industry supply, showing an outstanding growth rate in operating income; NOR Flash revenue maintained steady growth, and product prices started to rise moderately in the second half of 2025.

In terms of Flash products, the company's NOR Flash products were relatively stable in the consumer market. Driven by fields such as automotive, industrial, memory and computing, and mobile phones/tablets, the company achieved growth in operating income and shipment volume during the reporting period. The company's SLC NAND Flash revenue decreased year-on-year in the first half of 2025, mainly due to the low product prices and gross profit margin. In the second half of 2025, benefiting from the withdrawal of leading overseas manufacturers from 2D NAND Flash, there was a significant gap in industry supply, leading to simultaneous increase in volume and price of SLC NAND Flash products, a significant month-on-month improvement in gross profit margin, and a high year-on-year growth in revenue.

In terms of niche DRAM, as leading overseas manufacturers accelerated their withdrawal from the niche DRAM market, the market showed a significant situation of supply shortage. Since the second quarter of 2025, the company's niche DRAM products have achieved simultaneous increase in volume and price, and the gross profit margin has improved significantly quarter-on-quarter. In terms of revenue structure, the proportion of the company's DDR4 products increased. Among them, the new product DDR4 8Gb achieved remarkable results in customer introduction in fields such as TV and industrial, with its revenue contribution increasing rapidly, and it has become an important part of niche DRAM revenue.

In respect of customized storage solutions, CreMemory Technology Co., Ltd. (hereinafter referred to as "**CreMemory Technology**"), a subsidiary controlled by the Company, successively had some projects enter the customer sample delivery and small-batch trial production stages in the second half of 2025, and is expected to enter the mass production stage and correspondingly contribute to revenue in 2026.

In respect of MCU products, industry competition remained intense and prices were at the cyclical bottom. The Company continued to improve R&D efficiency, enrich product part numbers, and strengthened its efforts in high-quality consumer and industrial markets. During the reporting period,

the growth in shipment volume of MCU products drove a year-on-year increase of 12.98% in operating income. In terms of downstream application sectors, operating income from consumer, industrial, automotive, storage and computing, and networking communications sectors all achieved steady year-on-year growth.

In respect of sensor chips, affected by intensified competition in the mobile phones and tablet sectors, the operating income and gross profit margin of the Company's sensor products declined year-on-year during the reporting period.

In respect of analog chips, the Company's existing analog chip business achieved a year-on-year revenue increase of approximately 460%. Suzhou XySemi Electronic Technology Co., Limited (hereinafter referred to as "Suzhou XySemi"), a subsidiary controlled by the Company, maintained sound operation and fulfilled its performance commitment of Net Profit After NRI is no less than RMB70 million for 2025. Through effective integration with Suzhou XySemi in terms of technology, business, resources and team, the synergistic effect of the Company's analog business has gradually emerged.

During the reporting period, the Company continued to deep cultivation of the automotive market, further elevating the strategic positioning of automotive products, and actively deepened cooperative relationships with domestic and international automotive manufacturers and Tier 1 suppliers. The Company's automotive-grade Flash products achieved good revenue growth, with cumulative shipments exceeding 300 million units. These products are widely used in key scenarios such as intelligent cockpits and driver-assistance systems, providing high-reliability, high-performance memory support for smart vehicles. In the area of high-compute MCU, the GD32A7 series of automotive-grade MCU successively entered the mass production stage and secured design wins for multiple vehicle models. Cumulative shipments of the entire GD32A series of automotive-grade MCU exceeded 8.00 million units, adequately meeting the multi-layer application requirements of complete vehicles.

(II) Diversified Product Portfolio Providing Multiple Growth Drivers

The Company has continued to gain in-depth insights into industry trends, deploy a diversified product portfolio in a forward-looking manner, and responds swiftly to customer demands, thereby further enhancing customer stickiness and improving the Company's comprehensive competitiveness and brand influence.

In respect of memory products, the Company has formed a rich product matrix with three product lines of memory chips, namely NOR Flash, SLC NAND Flash and niche DRAM, which meet customers' diverse requirements for capacity, voltage and package types in different applications, achieving full product coverage in consumer electronics, industrial, communications,

automotive electronics and other sectors. In terms of NOR Flash, the Company launched new products in 2025 including dual-voltage power supply SPI NOR Flash and dual-voltage high-performance xSPI NOR Flash specially developed for 1.2V SoC. In terms of process node iteration, the Company was among the first to achieve mass production of 45nm node SPI NOR Flash, significantly improving storage density and continuing to maintain the technological and market leadership. In terms of SLC NAND Flash, the Company's SPI NAND Flash has achieved full category coverage in fields such as consumer electronics, industrial, and automotive electronics. In 2025, the Company launched a high-speed QSPI NAND Flash product combining faster read speeds with bad block management functionality, applicable in quick-start application scenarios such as industrial and IoT. In terms of niche DRAM, during the reporting period, the Company's DDR4 8Gb products enjoyed smooth market promotion with steady revenue growth; LPDDR4 products began to contribute to revenue. CreMemory Technology has completed the formation of core team, and related customized memory business progressed in an orderly manner, achieving breakthroughs with key customers and projects in multiple fields including AI mobile phones, AIPC, and robotics.

During the reporting period, the Company continued to broaden the technological strengths in MCU products and deepen its presence in specialized areas. In terms of AI algorithms and solutions, the Company's DC arc detection solution leverages the high-performance GD32H7 series MCU as a powerful computational hardware foundation, and provides a complete set of AI algorithm tools, significantly improving detection accuracy. In terms of higher-compute MCU, during the reporting period, the Company launched the GD32H78D/77D series of high-performance 32-bit general-purpose microcontrollers, featuring a new integrated MIPI DSI interface, providing a comprehensive and reliable hardware platform for high-performance embedded systems. In areas such as industrial automation, digital energy, and humanoid robotics, the Company launched the GDSCN832 series of EtherCAT® slave station controller products and the GD32H75E series of ultra-high-performance industrial connectivity MCU products, which can be widely used in motion control systems within industrial robots, collaborative robots, and automated production lines. The GD32F503/505 high-performance series 32-bit MCU products provide a solid foundation for high-performance computing and can be broadly applied in diverse scenarios such as digital power supplies, industrial automation, motor control, floor scrubbers, BMS, and humanoid robotics. In the field of home appliance frequency conversion technology, the Company leverages its specialized customization capabilities to provide full-link technical support, from underlying drivers to upper-layer applications, for scenarios such as refrigerators, washing machines, and range hoods.

In respect of sensor products, the Company launched a self-capacitance and mutual-capacitance integrated capacitive multipoint touchpad controller chip in 2025, and jointly launched a high-performance, high precision touchpad

module solution with partners. Up to now, several industry leading companies have adopted this solution and achieved mass production. The Company's GSL6188 MoC (Match-on-Chip) PC fingerprint recognition sensor successfully obtained Windows Hello Enhanced Sign-in Security certification, marking that the Company's software and hardware design and system integration capabilities in the field of high-security biometric chips have reached internationally mainstream standards. In the field of MEMS barometric pressure sensors, the Company has established a forward-looking product portfolio layout. The Company's general-purpose barometer, a mainstay product targeting the mobile phone market, has successfully passed E911 testing. Regarding waterproof barometric pressure sensor products, certain product models have successfully achieved mass production in products from internationally renowned manufacturers.

In respect of analog products, the Company's GD30 series analog chips now encompass over 700 models, covering four core product series: power (including memory PMIC, general-purpose DC-DC, charging chips, and LDO, etc.), motor drive (brushless motor, brushed motor, stepper motor drivers, and motor SOC chips), battery management (providing fully integrated BMS AFE chips and cascadable BMS AFE chips), and general signal chain (covering high-precision ADC, DAC, operational amplifiers, voltage references, switches, interfaces, and temperature and humidity sensors). The Company's general-purpose products achieve broad coverage across the entire industry, while the specialized products precisely meet the customized needs of specific industries, achieving deep implementation in many markets segments such as servers, power utilities, home appliances, energy storage, cleaning appliances, light power applications, humanoid robotics, and 3D printers. The Company's GD30 series analog chips work in synergy with GD32 series MCU and memory chips, providing customers with highly integrated, high-performance overall solutions. During the reporting period, analog chip products from Suzhou XySemi have been successfully applied in the products and solutions of numerous well-known end customers.

(III) Deepening the Global Strategic Layout and Accelerating Overseas Business Development

The Company continuously advances product innovation, global supply chain coordination and ecological layout, actively seizes overseas market opportunities, and responds more efficiently to the diverse application needs of global customers.

In order to deepen the global strategic layout, accelerate the development of overseas business, enhance the Company's international brand image and further enhance the Company's core competitiveness, the Company's international headquarters was formally established in Singapore in June 2025. The Singapore company will undertake key functions such as coordinating international operations, promoting localized product innovation and strengthening customer-supply chain synergy. With this as a

strategic starting point, the Company will accelerate the expansion of the international market and build a more open, flexible and forward-looking ecosystem.

Approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Stock Exchange”), the Company’s H shares were listed and commenced trading on the Main Board of the Hong Kong Stock Exchange on January 13, 2026. This marked a key step in completing the construction of an “A+H” dual capital platform, signifying that the Company’s capital platform and internationalization strategy have entered a new phase. From a global perspective, the Company will continue to solidify the diversified chip product portfolio, seize development opportunities in multiple fields such as AI, automotive electronics, and new-type intelligent terminals, and form systematic competitiveness through technological innovation, ecosystem collaboration and brand building.

(IV) Collaborative Innovation in the Supply Chain and Enhancement of Supply Chain Resilience

During the Reporting Period, the global semiconductor supply chain exhibited a complex situation characterized by shifts in the pace of supply and demand, adjustments in regional industrial layouts, and the coexistence of risks and opportunities. Through in-depth strategic cooperation with suppliers, the Company navigated multifaceted challenges while continuously enhancing the supply capacity and production efficiency and strengthened the risk warning mechanism, providing solid support for each product lines.

(V) Implement Sustainable Development and Comprehensively Enhance ESG Performance.

The Company actively adopts various measures, carrying out targeted work in areas including ESG governance and management, addressing climate change issues, focusing on a clean technology development strategy, business ethics and anti-commercial bribery issues, human capital development issues, and responsible supply chain issues, continuously improving ESG management level. The Company has officially joined the United Nations Global Compact (UNGC), committing to support and implement the Global Compact’s ten principles concerning human rights, labor, environment and anti-corruption.

II. ONGOING WORK OF THE BOARD OF THE COMPANY FOR THE YEAR 2025

The fifth session of the Board the Company consists of 9 Directors, including 5 Independent Directors, accounting for more than one third of the total number of directors. Members of the Board have diverse professional backgrounds in management, integrated circuit, finance, law and other fields. At present, there are 3 female Directors and 6 male Directors in the Company, demonstrating the diversity of the team. During the reporting period, in accordance with the provisions of relevant laws, regulations and regulatory documents, and in light of the actual situation of the Company, the Company no longer establishes the board of supervisors, and the functions and powers of the board of supervisors shall be exercised by the audit committee of the Board. In addition, the Company elects employee representative director(s) through the employee representative meeting to further improve the corporate governance structure.

(I) Convening of Board Meetings of the Company

During the reporting period, the Company convened 6 board meetings, at which a total of 65 resolutions were considered and approved. The convening and proceedings of the board meetings complied with the relevant provisions of the PRC Company Law and relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association. Directors of the Company attended the relevant board meetings and performed their Directors' duties faithfully and diligently. Details are set out below:

On April 24, 2025, the Company held the second meeting of the fifth session of the Board by way of in-person combined with communication, at which 26 resolutions were considered and approved, including the Resolution on Reviewing the 2024 Annual Report and its Summary (《關於審議〈2024年年度報告〉及摘要的議案》).

On May 20, 2025, the Company held the third meeting of the fifth session of the Board by way of in-person combined with communication, at which 20 resolutions were considered and approved, including the Resolution in Relation to the Issuance of H Shares by the Company and Listing on The Stock Exchange of Hong Kong Limited (《關於公司發行H股股票並在香港聯合交易所有限公司上市的議案》).

On July 22, 2025, the Company held the fourth meeting of the fifth session of the Board by way of in-person combined with communication, at which 4 resolutions were considered and approved, including the Resolution on Adjusting Matters Relating to the 2020 Stock Option and Restricted Share Incentive Plan (《關於調整2020年股票期權與限制性股票激勵計劃相關事項的議案》).

On August 22, 2025, the Company held the fifth meeting of the fifth session of the Board by way of in-person combined with communication, at which 7 resolutions were considered and approved, including the Resolution on Reviewing the 2025 Interim Report of the Company and Its Summary (《關於審議公司〈2025年半年度報告〉及其摘要的議案》).

On October 28, 2025, the Company held the sixth meeting of the fifth session of the Board by way of in-person combined with communication, at which 5 resolutions were considered and approved, including the Resolution on Reviewing the Third Quarterly Report of 2025 (《關於審議〈2025年第三季度報告〉的議案》).

On December 16, 2025, the Company held the seventh meeting of the fifth session of the Board by way of in-person combined with communication, at which 3 resolutions were considered and approved, including the Resolution on Determining Matters Relating to the Global Offering of H Shares (including the Hong Kong Public Offering and the International Offering) and the Listing on the Main Board of The Stock Exchange of Hong Kong Limited (《關於確定H股全球發售(包括香港公開發售及國際發售)及在香港聯合交易所有限公司主板上市相關事宜之議案》).

(II) Implementation of General meetings' Resolutions by the Board

In 2025, the Board convened 3 general meetings, at which a total of 25 resolutions were considered and approved. The Board strictly executed all resolutions and relevant authorized matters approved by the general meetings. Details are set out below:

On May 16, 2025, the Board convened the 2024 annual general meeting, at which 8 resolutions were considered and approved, including the Resolution on Reviewing the 2024 Annual Report and Its Summary (《關於審議〈2024年年度報告〉及摘要的議案》) and the Resolution on Reviewing the 2024 Annual Profit Distribution Plan (《關於審議〈2024年度利潤分配預案〉的議案》). Among them, voting results of 3 resolutions were separately counted for minority investors.

On June 10, 2025, the Board convened the First Extraordinary General Meeting of 2025, at which 14 resolutions were considered and approved, including the Resolution on Canceling the Board of Supervisors and Amending the Articles of Association of GigaDevice Semiconductor Inc. and Relevant Rules of Procedure (《關於取消公司監事會並修訂〈兆易創新公司章程〉及相關議事規則的議案》) and the Resolution on the Plan for the Issuance of H Shares by the Company and Its Listing on The Stock Exchange of Hong Kong Limited (《關於公司發行H股股票並在香港聯合交易所有限公司上市方案的議案》). Among them, voting results of 9 resolutions were separately counted for minority investors.

On November 20, 2025, the Board convened the Second Extraordinary General Meeting of 2025, at which 3 resolutions were considered and approved, including the Resolution on Change of the Accounting Firms (《關於變更會計師事務所的議案》). Among them, voting results of 2 resolutions were separately counted for minority investors.

(III) Attendance of the Directors of the Company at Board meetings and general meetings

During the Reporting Period, the attendance of Directors of the Company at Board meetings and general meetings was as follows:

Name of Directors	Independent or not	Required attendance during the year	Attendance at Board meetings				Attendance at general meetings	
			Attendance in person	Attendance by Communication equipment	Attendance by proxy	Number of absence	Absence from two consecutive meetings or not	Attendance at general meetings
Zhu Yiming	No	6	6	6	0	0	No	3
He Wei	No	6	6	2	0	0	No	3
Hu Hong	No	6	6	0	0	0	No	3
Wen Tian	No	4	4	2	0	0	No	1
Zhou Haitao	yes	6	6	4	0	0	No	3
Qian He	yes	6	6	4	0	0	No	2
Yeung Siuman Shirley	yes	6	6	5	0	0	No	1
Chen Jie	yes	6	6	5	0	0	No	2
Zheng Xiaodong	yes	6	6	5	0	0	No	3
WANG ZHIWEI (Resigned)	No	2	2	1	0	0	No	2

(IV) Performance of duties of the special committees of the Board of the Company

The Board of the Company has established a Strategy and Sustainable Development Committee, an Audit Committee, a Remuneration and Appraisal Committee, and a Nomination Committee. During the Reporting Period, each special committee of the Board of the Company diligently performed its duties in accordance with the Articles of Association, the Independent Director Working System, and the respective committee's implementation rules, providing strong support for the Board's scientific decision-making of the Company. During the Reporting Period, the meetings of the special committees of the Board of the Company were as follows:

During the Reporting Period, the Strategy and Sustainable Development Committee of the Board of the Company held two meetings. The meetings

made resolutions on 9 proposals, including the Company's 2024 ESG Report, ESG Management Measures, and the issuance of H shares and listing on the Hong Kong Stock Exchange. The committee also conducted full discussions on important matters such as the Company's 2025 ESG Work Plan and the 2025 Strategy Revision, clarifying the Company's forward-looking strategic development direction.

During the Reporting Period, the Audit Committee of the Board of the Company held five meetings. The meetings made resolutions on 17 proposals, including the Company's regular financial reports, special reports on the use of proceeds raised, the engagement of auditors for the H share issuance and listing, the change of accounting firm, and the Company's 2025 Audit Plan. The committee also heard quarterly work reports from the Company's internal audit department at relevant meetings.

During the Reporting Period, the Remuneration and Appraisal Committee held four meetings. The meetings made resolutions on 14 proposals, including the 2024 performance appraisal and evaluation of the Company's senior management, the 2025 remuneration standards and appraisal targets, and the satisfaction of conditions and adjustments related to the equity incentive plan.

During the Reporting Period, the Nomination Committee held one meeting. The meeting deliberated and approved one proposal, the "Proposal to Determine the Types of Directors of the Company".

(V) Performance of duties of special meetings of independent Directors of the Company

During the Reporting Period, the independent Directors of the Company strictly complied with the Articles of Association, the Independent Director Working System, and other relevant regulations, diligently performing their duties to safeguard the legitimate rights and interests of the Company and all Shareholders, particularly minority shareholders. In 2025, the Company held two special meetings of independent Directors, at which resolutions were made on matters such as the expected amounts for daily related party transactions for 2025 and the first half of 2026.

(VI) Information Disclosure and Investor Relations Management of the Company

In 2025, the Company strictly fulfilled its information disclosure obligations in accordance with the Administrative Measures for Information Disclosure of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and other relevant regulations. During the Reporting Period, the Company disclosed four periodic reports through designated media (Securities Times) and the Shanghai Stock Exchange website (<http://www.sse.com.cn>), as well as over one hundred interim announcements regarding matters such as meeting resolutions, amendments to internal

governance systems, the issuance of H shares and listing on the Hong Kong Stock Exchange, expected caps for daily related transactions, and equity incentives. Throughout this period, the Company strictly complied with relevant laws, regulations, and the Company's Regulation on Insider Registration and Filing, fulfilling its registration and reporting obligations to uphold the principle of fair information disclosure.

In 2025, the Company regularly held results briefings to communicate fully with investors on matters such as the Company's operating performance, progress on major matters, and financial management. Additionally, the Company strengthened communication with investors through various channels, including a dedicated investor hotline, public email address, and the SSE e-Interaction platform, to deepen investors' understanding and recognition of the Company's value and promote long-term, stable, and positive interaction between the Company and its investors.

III. WORK PLAN OF THE COMPANY'S BOARD OF DIRECTORS FOR 2026

In 2026, the Board of Directors of the Company will continue to strictly comply with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and other relevant laws, regulations, and normative documents, as well as the Articles of Association. It will faithfully fulfil its duties as the Board, exercise the powers granted by the Company and the general meeting cautiously, diligently, and responsibly, and promote the steady development of the Company's business.

In 2026, the Company will continue to consolidate its existing advantages, actively seize industry development opportunities, and strive to enhance market share and operating performance. In terms of R&D, it will continue to intensify efforts in chip design innovation and improve overall R&D efficiency. In terms of market, it will continuously improve its global marketing and service network, deepen product-market integration, and build an industry ecosystem. In terms of supply chain, it will further improve the dual-track supply mechanism domestically and internationally to enhance capacity resilience and stability. The Company will leverage the advantages of its "A+H" dual capital platform, closely monitor industry development trends and potential market investment opportunities, and optimise its industrial layout. Furthermore, the Company will integrate sustainable development into its strategy and operations, strengthen environmental protection, social responsibility, and corporate governance, comprehensively enhance its overall competitiveness, and achieve high-quality, stable development.

APPENDIX III REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT (REVISED)

CHAPTER I GENERAL PROVISIONS

Article 1 To further improve the remuneration management for the directors and senior management of GigaDevice Semiconductor Inc. (the “**Company**”), establish and improve an incentive and restraint mechanism that meets the requirements of modern enterprise management system, fully mobilise the enthusiasm and creativity of directors and senior management, and enhance the Company’s business operation efficiency and management level, these rules are formulated in accordance with the provisions of the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and other laws, regulations, normative documents, and the Articles of Association, by taking into account the Company’s actual conditions.

Article 2 These rules shall apply to the following personnel:

1. Directors: including executive Directors, non-executive Directors, and independent non-executive Directors;
2. Senior Management: including the general manager, deputy general managers, secretary to the Board of Directors, chief financial officer, and other senior management personnel as stipulated in the Articles of Association.

Article 3 Basic Principles of the Remuneration Policy

1. Competitiveness Principle: Remuneration shall be maintained at a level above the median within the same region, industry, and position, ensuring the reasonableness and competitiveness of compensation.
2. Fairness Principle: A reasonable evaluation mechanism shall be established to influence and determine the remuneration level for the position, as well as potential promotion adjustments, through regular performance assessments. Furthermore, the basic remuneration level for equivalent positions within the benchmark group in the same region and industry shall be guaranteed, while compensation for performance contributions shall be reflected through performance bonuses and medium-to-long term incentives.

CHAPTER II REMUNERATION MANAGEMENT AUTHORITY

Article 4 The Company has established a Remuneration and Appraisal Committee under the Board of Directors. The Committee is responsible for formulating appraisal standards for Directors and senior management, conducting appraisals, formulating and reviewing remuneration policies and plans for Directors and senior management, and is also responsible for the annual remuneration grading and annual performance plan evaluations and reviews.

<p style="text-align: center;">APPENDIX III REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT (REVISED)</p>
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Article 5 The remuneration plan for Directors and senior management shall be formulated by the Remuneration and Appraisal Committee, specifying the basis for determining remuneration and its specific components. The remuneration plan for Directors shall be determined by the general meeting and disclosed. When the Board or the Remuneration and Appraisal Committee evaluates or discusses the remuneration of an individual Director, that Director shall abstain from voting. The remuneration plan for senior management shall be approved by the Board, explained to the general meeting, and disclosed.

CHAPTER III REMUNERATION COMPOSITION AND STANDARDS

Article 6 Remuneration Standards of Directors of the Company

1. Independent non-executive Directors shall receive an independent director allowance during their term of office and shall not receive any additional remuneration beyond this. The standard for the independent director allowance shall be determined by the general meeting based on their duties, market remuneration levels, and the actual situation of the Company.
2. Directors who do not hold other positions concurrently within the Company shall not receive additional compensation for serving as Directors.
3. Directors who concurrently hold other positions within the Company shall receive compensation according to the remuneration system for the position they hold, and shall not receive additional compensation for serving as Directors. Their specific compensation shall strictly follow the Company's established remuneration and performance framework, comprehensively considering job value, market remuneration levels, and individual performance.

Article 7 Remuneration Standards of Senior Management

The total remuneration comprises four parts: base salary, benefits, short-term incentives, and long-term incentives. The proportion of short-term incentives to the sum of base salary and short-term incentives shall generally not be less than 50%.

1. **Base Salary:** This is the fixed labour remuneration paid by the Company based on job value and competency alignment.
2. **Benefits:** These include mandatory state benefits and company-guaranteed benefits. Benefits are provided in accordance with national laws, regulations, and the Company's welfare policies.
3. **Short-term Incentives:** These include fixed bonuses and variable bonuses.
 - a) The payment base of fixed bonus is the basic salary for December of the current year, excluding the monthly cash allowance and other remuneration items. The fixed bonus is a short-term reward, the distribution of which is

APPENDIX III REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT (REVISED)

determined based on a comprehensive evaluation of the Company's annual operating performance and individual performance.

- b) Variable bonuses include annual performance bonuses and special contribution bonuses. The annual performance bonus is implemented based on the achievement of the Company's operational targets, the annual performance evaluation results of the relevant department, and the individual's annual performance appraisal results. Special contribution bonuses may be proposed by the general manager (or his/her authorised representative) and submitted to the Remuneration and Appraisal Committee for consideration on a case-by-case basis.
4. Long-term Incentives: When external conditions permit, upon approval by the Board of Directors, opportunities to participate in long-term incentive plans may be provided in accordance with the Company's incentive system rules.

CHAPTER IV REMUNERATION ADJUSTMENT, PERFORMANCE APPRAISAL, AND INCENTIVES

Article 8 Remuneration Adjustment

1. Basis for Remuneration Adjustment: The achievement of the Company's annual operating targets, the annual performance evaluation results of the relevant department, and the individual's annual performance appraisal results.
2. Remuneration adjustments include three types: increase, decrease, and no change. Data calculations shall be organised based on the above appraisal results, reviewed by the general manager (or his/her authorised representative), and submitted to the Remuneration and Appraisal Committee for approval.
3. Remuneration adjustments are divided into overall adjustments and special adjustments.
 - a) Overall Adjustments: Adjustments made uniformly upon review and approval by the Remuneration and Appraisal Committee, based on changes in the industry, the Company's development scale, the Company's operating situation, and market remuneration levels in the same industry. Overall adjustments are typically made at the beginning of each year and may be applied retroactively from January of that year.
 - b) Special Adjustments: Under special circumstances, upon proposal by the general manager (or his/her authorised representative) and approval by the Remuneration and Appraisal Committee, special adjustments may be made and implemented separately.

APPENDIX III REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT (REVISED)

Article 9 Performance Appraisal and Evaluation

1. Determination of Appraisal Targets: During the first quarter of each year, the annual work targets for the year are determined and submitted to the Remuneration and Appraisal Committee. If adjustments to the annual work targets are necessary due to significant changes in the external environment, the Remuneration and Appraisal Committee shall be notified.
2. Annual Evaluation Arrangements: During the first quarter of the following year, the annual performance appraisal shall be organised based on the work targets and their completion status for the previous year.
3. Evaluation Method: A top-down appraisal method is adopted.
 - a) Specific Evaluation: Appraisal shall be conducted based on the annual work targets, carried out through work reports to the general manager (or his/her authorised representative).
 - b) The general manager (or his/her authorised representative) shall report to the Remuneration and Appraisal Committee, simultaneously submitting the evaluation basis and results.
 - c) The Remuneration and Appraisal Committee shall conduct the performance evaluation based on the established annual work targets. The appraisal results are generally divided into two categories: "Passed" and "Failed".
4. The appraisal process and results shall be documented in writing and submitted to the Remuneration and Appraisal Committee for review.

Article 10 Incentives

1. Performance appraisal results are directly linked to incentives.
 - a) Linked to Performance Bonus: Personnel with a "Passed" appraisal result are eligible to participate in the distribution of the annual reward plan. Personnel with a "Failed" appraisal result are generally not eligible to participate. If the annual appraisal is failed due to special reasons such as sudden changes in the industry environment or policies, upon proposal by the general manager (or his/her authorised representative), a work report and proposed handling suggestions may be submitted to the Remuneration and Appraisal Committee and the Board of Directors for consideration.
 - b) Linked to Annual Remuneration Adjustment: A remuneration adjustment plan shall be proposed for personnel with a "Passed" appraisal result, taking into account the Company's operating situation and industry development trends. For personnel with a "Failed" appraisal result, remuneration shall generally not be increased in the following year; it may be decreased or

APPENDIX III REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT (REVISED)

remain unchanged. Under special circumstances, upon proposal by the general manager (or his/her authorised representative), the matter may be submitted to the Remuneration and Appraisal Committee for case-by-case consideration.

- c) **Linked to Position Adjustment:** If an individual receives a “Failed” appraisal result for two consecutive years, they shall be deemed incompetent and shall be reassigned to a suitable position after consultation. Under special circumstances, upon proposal by the general manager (or his/her authorised representative), the matter may be submitted to the Remuneration and Appraisal Committee for case-by-case consideration.
 - d) **Linked to Equity Incentives:** Personnel with a “Passed” appraisal result may participate in the Company’s equity incentive plan as scheduled. Personnel with a “Failed” appraisal result are generally not eligible to participate in the equity incentive plan for that year. Under special circumstances, upon proposal by the general manager (or his/her authorised representative), the matter may be submitted to the Remuneration and Appraisal Committee for case-by-case consideration.
2. The annual appraisal shall be treated as “Failed” under any of the following circumstances:
- a) Significant work errors occur;
 - b) The annual appraisal score is below 60 points;
 - c) Other significant matters determined by the Remuneration and Appraisal Committee.

CHAPTER V REMUNERATION PAYMENT, SUSPENSION, AND CLAWBACK

Article 11 Director allowances (if any) of the Company shall be paid monthly. The base salary of senior management shall be paid monthly. The Company shall withhold and pay individual income tax in accordance with relevant national regulations.

Article 12 The determination and payment of short-term incentives and medium-to-long term incentive income for Directors and senior management shall be based on performance evaluation results as a key factor. The short-term incentives for Directors and senior management shall be paid after the Company’s annual report is officially disclosed and the performance evaluation process is completed, with the payment amount based on the final approved performance evaluation results.

Article 13 If any Director or senior management violates their duties, causing losses to the Company, or is at fault for illegal or irregular acts such as financial fraud, fund embezzlement, or illegal guarantees, the Company shall, based on the severity of the situation, reduce or cease payment of any unpaid short-term incentives and

<p style="text-align: center;">APPENDIX III REMUNERATION MANAGEMENT SYSTEM OF DIRECTORS AND SENIOR MANAGEMENT (REVISED)</p>
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medium-to-long term incentive income, and shall recover, in whole or in part, the short-term incentives and medium-to-long term incentive income already paid during the period when the relevant act occurred.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 14 Any matters not covered herein shall be implemented in accordance with relevant national laws, regulations, normative documents, and the Articles of Association. Where these rules are inconsistent with relevant provisions, the laws, regulations and the Articles of Association shall prevail.

Article 15 These rules shall be reviewed by the Board of Directors and shall come into effect and be implemented upon approval at the general meeting, and the same shall apply to any amendments.

Article 16 These rules shall be interpreted by the Board of Directors of the Company.

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the special resolution to approve the grant of the General Mandate for the Repurchase of H Shares to the Board.

REASONS FOR THE REPURCHASES

For the purpose of protecting the Company's value and interests of Shareholders and ensuring the Company's operational flexibility, the Board proposed to the AGM to approve the special resolution of the General Mandate for the Repurchase of H Shares. The Directors believe that the grant of General Mandate for the Repurchase of H Shares has comprehensively taken into consideration the value of the Company, Shareholders' interests and is flexible and feasible, and that the flexibility afforded by the General Mandate for the Repurchase of H Shares is in the best interest of the Company and its Shareholders as a whole.

REGISTERED CAPITAL AND NUMBER OF PROPOSED REPURCHASES OF H SHARES

As of the Latest Practicable Date, the registered capital of the Company was RMB701,102,451, and the current total share capital of the Company is 701,102,451 shares (including 667,849,351 A Shares and 33,253,100 H Shares). Assuming that such number of Shares remains the same as at the date of passing this special resolution at the AGM, pursuant to the General Mandate for the Repurchase of H Shares, the Board would be allowed to repurchase a maximum of 3,325,310 H Shares, subject to the passing of the special resolution of the General Mandate for the Repurchase of H Shares to the Board.

The Company will determine whether to cancel the repurchased of H Shares or hold them as treasury shares according to the actual Share repurchase situations.

FUNDING OF REPURCHASES

In making repurchases, the Company intends to apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASES

The Directors consider that there will not be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at December 31, 2025 (being the date to which the latest audited accounts of the Company have been made up) in the event that the General Mandate for the Repurchase of H Shares is to be carried out in full at any time during the Share repurchase authorization period.

SHARE PRICES

The highest and lowest prices at which the A Shares were traded on the Shanghai Stock Exchange during the past twelve months and the H Shares were traded on the Stock Exchange from the listing date up to the Latest Practicable Date were as follows:

Date	A Shares		H Shares	
	Highest	Lowest	Highest	Lowest
	RMB	RMB	HK\$	HK\$
2025				
April	129.70	98.87	–	–
May	135.04	111.49	–	–
June	128.50	111.01	–	–
July	129.67	113.82	–	–
August	168.50	116.30	–	–
September	216.84	145.80	–	–
October	254.44	186.41	–	–
November	231.45	176.00	–	–
December	234.44	195.95	–	–
2026				
January	331.07	221.00	361.00	220.00
February	331.16	268.20	450.00	271.40
March	313.68	236.86	463.6	332.2
April (up to the Latest Practicable Date)	259.8	243.7	376.40	346.00

SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the General Mandate for the Repurchase of H Shares if the same is approved at the AGM.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the General Mandate for the Repurchase of H Shares is approved by Shareholders at the AGM.

THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the General Mandate for Share Repurchase, such increase may be treated as an acquisition for the purposes of Rule 32 of the Codes on Takeovers and Mergers and Share Buy-backs (the "**Takeovers Code**"). As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchase to be made under the General Mandate for Share Repurchase. Moreover, the Directors will not make share repurchases if such repurchases would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

GENERAL

The Board will exercise the power of the Company to make repurchases pursuant to the General Mandate for Share Repurchase in accordance with the Listing Rules and the applicable laws, rules and regulations of the PRC. In addition, neither this explanatory statement nor the proposed Share repurchase has any unusual features.

NOTICE OF THE 2025 ANNUAL GENERAL MEETING



GigaDevice

GigaDevice Semiconductor Inc.

兆易創新科技集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3986)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the “AGM”) of GigaDevice Semiconductor Inc. (the “Company”) will be held at the Meeting Room, 6th Floor, Cheng’ao Building, No. 5 Anding Road, Chaoyang District, Beijing, the PRC at 2:00 p.m. on Friday, April 24, 2026 for the purpose of considering and, if thought fit, passing the following resolutions.

ORDINARY RESOLUTIONS

1. To consider and approve the 2025 Annual Report;
2. To consider and approve the 2025 Profit Distribution Plan;
3. To consider and approve the Resolution on the Re-Appointment of Auditors for the Year of 2026;
4. To consider and approve the Resolution on the Estimated Amounts of Daily Related Party Transactions for the Year of 2026;
5. To consider and approve the 2025 Work Report of the Board;
6. To consider and approve the Resolution on the Amendments to the Remuneration Management System of Directors and Senior Management;
7. To consider and approve the Resolution on the Confirmation of Directors’ Remuneration for the Year of 2025 and the Remuneration Plan for the Year of 2026;
 - 7.01 Zhu Yiming
 - 7.02 He Wei
 - 7.03 Hu Hong
 - 7.04 Wen Tian

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

- 7.05 Zhou Haitao
- 7.06 Qian He
- 7.07 Yeung Siuman Shirley
- 7.08 Chen Jie
- 7.09 Zheng Xiaodong

SPECIAL RESOLUTIONS

- 8. To consider and approve the Resolution on the Change in Registered Capital of the Company and proposed Amendments to the Articles of Association;
- 9. To consider and approve the Resolution on the General Mandate for the Issue of New H Shares, Sale and/or Transfer of Treasury Shares; and
- 10. To consider and approve the Resolution on the General Mandate for the Repurchase of H Shares.

By order of the Board
GigaDevice Semiconductor Inc.
Mr. Zhu Yiming
Chairman of the Board and Executive Director

Beijing, the PRC, April 2, 2026

As of the date of this notice, the Board comprises: (i) Mr. Zhu Yiming, Mr. He Wei and Mr. Hu Hong as executive Directors; (ii) Ms. Wen Tian as a non-executive Director; and (iii) Mr. Zhou Haitao, Dr. Qian He, Ms. Yeung Siuman Shirley, Dr. Chen Jie and Mr. Zheng Xiaodong as independent non-executive Directors.

Notes:

- 1. H Shareholders of the Company should note that the H Shares register of members of the Company will be closed from Tuesday, April 21, 2026 to Friday, April 24, 2026 (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, April 20, 2026. H Shareholders whose names appear on the H Shares register of members of the Company at the close of business on Monday, April 20, 2026 are entitled to attend and vote at the AGM. Regarding the record date and arrangements in respect of the holders of A Shares of the Company who are entitled to attend the AGM, please refer to the announcement(s) of the Company on the Shanghai Stock Exchange.
- 2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a Shareholder of the Company) to attend the AGM and vote thereat in his/her stead. For any Shareholder who appoints more than one proxy, the voting right can only be exercised by his/her proxies on a poll.

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

3. Any Shareholder who intends to appoint a proxy to attend the AGM shall put it in writing, with the proxy form to be signed by the appointor or his/her attorney duly authorized in writing. If the appointor is a corporation, the proxy form must be affixed with its common seal, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the appointor, the power of attorney or other authorization documents must be notarially certified. The notarially certified power of attorney or other authorization documents together with the proxy form must be delivered to the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders only) not later than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Thursday, April 23, 2026) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not affect the rights of the Shareholders to attend and vote at the AGM in person.
4. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the AGM. If a corporate Shareholder appoints an authorized representative to attend the AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors, director, legal representative or other authorized parties of the corporate Shareholders or other notarial certified documents allowed by the Company. Proxies of Shareholders shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
5. If the proposal on the 2025 Profit Distribution Plan is considered and approved at the AGM, the Final Dividend will be distributed to H Shareholders whose names appear on the Company's register of members at the close of business on Wednesday, April 29, 2026. In order to determine the identity of shareholders entitled to receive the Final Dividend, the Company will close the registration of share transfers for H Shares during the period from Thursday, April 30, 2026 to Monday, May 4, 2026 (both days inclusive), during which period no transfer of shares will be effected. H Shareholders who wish to receive the Final Dividend must lodge all transfer documents accompanied by the relevant share certificates with the Company's H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, April 29, 2026. For the payment of dividend to A Shareholders, please refer to the announcement(s) of the Company on Shanghai Stock Exchange.
6. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.
7. Please refer to the Company's circular of the AGM dated April 2, 2026 for the details of the above resolutions to be proposed at the AGM for consideration and approval.