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OmniVision Integrated Circuits Group, Inc.
豪威集成電路(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: 0501)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of OmniVision Integrated Circuits Group, Inc. (the “**Company**”) will hold an annual general meeting (the “**AGM**”) at OmniVision Technology Park, 88 Shangke Road, Pilot Free Trade Zone, Shanghai, PRC on Thursday, May 7, 2026 at 2:00 P.M., for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS⁽⁷⁾

1. To consider and approve the 2025 work report of the Board.
2. To consider and approve the 2025 report of the independent non-executive directors.
3. To consider and approve the 2025 annual report and its summary.
4. To consider and approve the 2025 profit distribution plan.
5. To consider and approve the shareholders’ return plan for the next three years (2026–2028).
6. To consider and approve the re-appointment of the audit firm for 2026 financial and internal control audit.
7. To consider and approve the provision of guarantees for controlled subsidiaries.
8. To consider and approve 2026 comprehensive bank credit line and authorization to sign bank loan related contracts.
9. To consider and approve the confirmation of directors’ remuneration for 2025 and remuneration plan for 2026:
 - 9.1 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Yu Renrong;
 - 9.2 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Wu Xiaodong;

- 9.3 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Lyu Dalong;
- 9.4 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Jia Yuan;
- 9.5 To approve the remuneration of 2025 and remuneration plan of 2026 of Ms. Qiu Huanping;
- 9.6 To approve the remuneration of 2025 and remuneration plan of 2026 of Ms. Chen Yu;
- 9.7 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Zhu Liting;
- 9.8 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Mou Lei;
and
- 9.9 To approve the remuneration of 2025 and remuneration plan of 2026 of Ms. Fan Mingxi.
10. To consider and approve the change of use and cancellation of repurchased shares.
11. To consider and approve the appointment of Dr. GAO Wenbao as an executive Director and an authorized representative of the Company under Rule 3.05 of the Listing Rules⁽⁶⁾.
12. To consider and approve the formulation of remuneration policy of the directors and senior management of the Company.
13. To consider and approve the formulation of resignation policy of the directors and senior management of the Company.

SPECIAL RESOLUTIONS⁽⁷⁾

14. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (1) the Board be granted an unconditional general mandate to separately or concurrently issue and allot additional A Shares and/or H Shares up to the limit of 20% of the aggregate issued Shares (excluding Treasury Shares), or securities, options and warrants convertible into A Shares or H Shares, or similar rights to subscribe for A Shares or H Shares of the Company in accordance with all applicable laws, rules and regulations, in respect thereof.

- (2) the Board be authorized to:
- (a) determine the method of issuance, including, but not limited to, one-off or multiple allotments, issuance of, and dealing with the new Shares and Similar Rights, as well as other methods permitted by the Articles of Association, the SSE Listing Rules, the Hong Kong Listing Rules (the “**SEE and Hong Kong Listing Rules**”) and laws and regulations.
 - (b) subject to the requirements of the SSE and Hong Kong Listing Rules, formulate and implement specific issuance plans, including, but not limited to, the types, pricing methods and/or issue/conversion/exercise prices (including price ranges), size of issuance, quantity to be issued, target subscribers and use of the proceeds raised of the new Shares or Similar Rights to be issued; decide on the timing and duration of issuance as well as whether to allocate to existing Shareholders, etc.
 - (c) engage intermediary institutions in relation to the issuance, approve all the acts and execute all the deeds, documents and other related matters as necessary, appropriate, desirable or related to the issuance, and publish announcements related to the issuance; consider, approve and execute issuance-related agreements on behalf of the Company, including but not limited to placing agreements, underwriting agreements and engagement agreements with intermediary institutions.
 - (d) consider, approve and execute on behalf of the Company the issuance-related statutory documents which are required to be submitted to the relevant regulatory authorities, perform the relevant approval procedures in accordance with the requirements of the regulatory authorities and the listing places of the Company, complete all necessary filing, registration and reporting procedures with the relevant government departments in the Company’s listing places and/or any other regions or jurisdictions (if applicable), etc.
 - (e) amend the relevant agreements or statutory documents as stated in paragraphs (c) and (d) above based on the requirements of the regulatory authorities within and outside the PRC.
 - (f) decide to affix the Company’s seal on the issuance-related agreements and statutory documents.
 - (g) arrange for opening of the relevant bank accounts for the Company.
 - (h) after new Shares are issued, approve the increase in the Company’s registered capital and make all appropriate and necessary amendments to relevant contents in the Articles of Association regarding total share capital, shareholding structure and so on, and complete registration, filing and other statutory procedures as required by the laws both within and outside the PRC to implement the issuance of the relevant Shares and increase in the registered capital of the Company.

- (i) the Board may delegate to the Chairman of the Board or other persons authorised by the Board to handle and execute all the specific matters related to the issuance on behalf of the Company in accordance with the relevant laws, regulations, regulatory documents and requirements of the regulatory authorities which are necessary or desirable for the issuance of Shares under the Issuance Mandate.
- (3) The abovementioned authorisation shall not exceed the relevant period other than in the circumstance where the Board has already entered into or granted offering proposals, agreements, options, warrants, convertible bonds or Similar Rights for the issuance of A Shares and/or H Shares within the relevant period, and that the Company, if applicable, has also obtained relevant approvals, permits or registrations from the relevant regulatory authorities within the effective period of the authorisation, and that it is likely for such offering proposals, agreements, options, warrants, convertible bonds or Similar Rights to be carried on or continued to be implemented beyond the relevant period. The relevant period shall commence from the date of passing the relevant resolution at the AGM and end on the earliest of the following dates: (i) the conclusion of the 2026 annual general meeting; or (ii) the date on which this proposal is revoked or the authorisation under this proposal is amended by the Shareholders by way of a special resolution at any general meeting.”
15. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (1) Subject to the restrictions set forth in paragraphs (2) and (3) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A Shares listed on the SSE and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, Hong Kong Stock Exchange, the SSE or any other governmental or regulatory body be and is hereby approved;
- (2) The aggregate nominal amount of A Shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the total issued share capital (excluding Treasury Shares) of the Company as at the date of the passing of this resolution at the AGM;
- (3) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (a) obtaining approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and

- (b) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the PRC Company Law and the Articles of Association. If the Company determines to repay any amount to any of its creditors, the Company expects to do so out of its internal funds.
- (4) subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
- (a) formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (b) notify creditors and issue announcements in accordance with the PRC Company Law, the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (c) open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (d) carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 - (e) carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (f) carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures in the PRC and abroad;
 - (g) carry out the procedures for holding the repurchased shares as Treasury Shares, including but not limited to setting up a segregated account in CCASS to hold such repurchased H shares as treasury H shares and giving clear written instructions to the H Share Registrar and the relevant broker to update the record to clearly identify those repurchased H Shares held in CCASS as treasury H shares; and

- (h) execute and handle other documents and matters related to the repurchase of shares.
- (5) for the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the general meeting of the Company, until whichever is the earliest of:
- (a) upon conclusion of the 2026 annual general meeting of the Company; or
- (b) the time at which the authorization conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company at a general meeting.”
16. To consider and approve the changes in the registered capital and amendments to the articles of association of the company.

Yours faithfully,
By order of the Board
OmniVision Integrated Circuits Group, Inc.
豪威集成電路（集團）股份有限公司
Mr. YU Renrong
Chairman of the Board and Executive Director

Hong Kong, April 15, 2026

Notes:

1. In order to determine the list of Shareholders of the Company entitled to attend and vote at the AGM, the Company’s H Share register will be closed from Tuesday, May 4, 2026 to Thursday, May 7, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date will be Thursday, May 7, 2026. In order to determine Shareholders entitled to attend and vote at the AGM, all properly completed transfer forms 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 (for holders of H Shares) for registration not later than 4:30 p.m. on Thursday, April 30, 2026. Shareholders whose names appear on the register of members of the Company on Thursday, May 7, 2026 are entitled to attend and vote at the AGM.
2. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspectives of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.
3. Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent the relevant Shareholder.

The instrument appointing a proxy must be in writing and signed by the Shareholder or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its Director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

Shareholders must lodge the form of proxy together with the notarized power of attorney or other authorization documents (if any) 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), not less than 24 hours before the time appointed for the AGM (i.e. before 2:00 P.M. on Wednesday, May 6, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) as Shareholders wish.

4. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a shareholders' meeting must be taken by poll. As such, the resolutions set out in the notice of the AGM will be voted on by poll.
5. Shareholders or their proxies attending the AGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
6. Pursuant to Article 86 of the Articles of Association, the cumulative voting system indicates that each share has the number of voting rights identical to the number of directors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the Shareholders' Meeting elects the directors. The Board shall announce the resumes and basic information of the candidates for directors.

When the Company adopts the cumulative voting system to elect directors, each shareholder shall have one ballot. The ballot shall list the number of shares held by the shareholder, the number of directors to be elected, and the list of all candidates, and shall be sufficient to meet the functions of the cumulative voting system. The specific operating rules of the cumulative voting system are as follows:

- (I) the total number of valid voting rights that each shareholder present at the meeting can exercise in the election of directors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors to be elected. Among them, non-independent directors and independent directors shall be elected separately;
 - (II) each shareholder may concentrate all the voting rights of the shares held on one director candidate, or distribute them among any number of director candidates;
 - (III) the number of votes that each shareholder casts for a single director candidate may be higher or lower than the number of voting shares held by the shareholder, and does not have to be an integral multiple of the number of such shares. However, the total number of votes cast by the shareholder for all director candidates shall not exceed the total number of valid voting rights held by the shareholder;
 - (IV) after the voting is completed, based on the number of votes obtained by all candidates and limited to the number of directors to be elected, the elected directors shall be determined in descending order of votes among the candidates who have received votes.
7. For details regarding the resolutions, please refer to the Company's circular dated April 15, 2026.
 8. Shareholders and their proxies are required to produce identity proof when attending the AGM or any adjournment thereof (as the case may be). If the attending Shareholder is a corporation, its legal representative shall present his or her ID card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card and a written power of attorney issued by the relevant Shareholder in accordance with law.
 9. Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated April 15, 2026 ("**Circular**"). References to dates and time in this notice are to Hong Kong dates and time.
 10. This notice of AGM is for the holders of H shares only. The notice of AGM to the holders of A Shares is separately published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>).

As of the date of this announcement, the Board comprises: (i) Mr. YU Renrong, Mr. WU Xiaodong, Mr. JIA Yuan and Ms. QIU Huanping as executive Directors; (ii) Mr. LYU Dalong and Ms. CHEN Yu as non-executive Directors; and (iii) Mr. ZHU Liting, Ms. FAN Mingxi and Mr. MOU Lei as independent non-executive Directors.