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HUA HONG SEMICONDUCTOR LIMITED

華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1347)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (the “**Annual General Meeting**”) of Hua Hong Semiconductor Limited (the “**Company**”) will be held on 11 May 2016 at 2:00 p.m. at the JW Marriott Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2015;
2. To approve a final dividend of HK\$0.27 per ordinary share of the Company in respect of the year ended 31 December 2015;
3. To re-elect Mr. Yu Wang as an executive Director;
4. To re-elect Mr. Stephen Tso Tung Chang as an independent non-executive Director;
5. To re-elect Mr. Long Fei Ye as an independent non-executive Director;
6. To re-elect Mr. Suxin Zhang as an executive Director;
7. To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration; and
8. To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

9. “**THAT:**
 - (a) subject to paragraph 9(b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its Shares subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules, be and is hereby generally approved;

- (b) the total number of Shares repurchased by the Company pursuant to paragraph 9(a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue on the date of passing this resolution and the said mandate shall be limited accordingly subject to adjustments according to any subsequent consolidation or subdivision of Shares; and
- (c) for the purpose of this paragraph 9(b), “**Relevant Period**” means the period from the passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; or
 - (iii) the revocation or variation of the authority given to the Directors of the Company under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting.”

10. “**THAT:**

- (a) subject to paragraph 10(b) below, pursuant to applicable laws and the Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal (including the power to make an offer or agreement, or grant securities which would or might require Shares to be allotted and issued) with Shares be and is hereby generally approved;
- (b) the approval in paragraph 10(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in paragraphs 10(a) and 10(b) above, otherwise than pursuant to a Rights Issue (as defined below), any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or pursuant to the issue of Shares upon the exercise of any subscription rights attached to any warrants of the Company or any option scheme(s) or similar arrangement for the time being adopted for the grant or issue to Directors and/or officers and/or employees of the Group or rights to acquire Shares or pursuant to a specific authority granted by the Shareholders of the Company in a general meeting, shall not exceed 20% of the total number of Shares in issue on the date of passing this resolution and the said mandate shall be limited accordingly subject to adjustments according to any subsequent consolidation or subdivision of Shares; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given to the Directors of the Company under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

11. “**THAT** further conditional on the passing of the resolutions set out in paragraphs 9 and 10 above, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with Shares as mentioned in paragraph 10 above be and is hereby extended by the addition to the total number of Shares in issue of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company pursuant to the resolution set out in paragraph 9 above, provided that such extended number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

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

Shanghai, PRC, 8 April 2016

Notes:

1. All resolutions at the 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 a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any Shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Shareholder of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. In calculating the aforesaid 48 hours period, no account will be taken of any part of a day that is a public holiday. Accordingly, the form of proxy must be delivered not later than 2:00 p.m. on 9 May 2016. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from 9 May 2016 to 11 May 2016, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant Share certificates must be lodged with the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 6 May 2016.
5. A circular containing further details concerning items 2 to 7 and 9 to 11 set out in the above notice will be sent to all Shareholders of the Company together with the 2015 Annual Report.

Executive Directors

Suxin Zhang (*Chairman*)

Yu Wang (*President*)

Non-executive Directors

Jianbo Chen

Yuchuan Ma

Takayuki Morita

Jun Ye

Independent Non-executive Directors

Stephen Tso Tung Chang

Kwai Huen Wong, JP

Long Fei Ye