



HG SEMICONDUCTOR LIMITED

宏光半導體有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6908)

FORM OF PROXY

**Proxy Form for use by the shareholders of HG Semiconductor Limited (the “Company”)
at the Extraordinary General Meeting (the “Meeting”)
to be held on Thursday, 22 January 2026 (or any adjournment thereof)**

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of
HK\$0.01 each in the share capital of the Company hereby appoint the chairman of the Meeting (the “Chairman”)
or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Unit B, 14/F., Microsoft Science and Technology Building, No. 55 Gaoxin South 9th Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, the PRC on Thursday, 22 January 2026 at 2:00 p.m. (or any adjournment thereof) on the undermentioned resolutions as indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1	To approve the conditional sale and purchase agreement (“Agreement A”) dated 1 December 2025 and entered into between New Rainbow Developments Limited, Rosyfeild Limited and Wise Spring Global Limited (“Vendors A”) as vendors and the Company as purchaser in relation to the sale and purchase of all the issued shares in Join Gain HK Limited and the transactions contemplated thereunder, and to authorise the directors of the Company to allot and issue 146,776,000 new ordinary shares of HK\$0.01 each in the capital of the Company to Vendors A pursuant to Agreement A in satisfaction of the consideration payable by the Company thereunder		
2	To approve the conditional sale and purchase agreement (“Agreement B”) dated 1 December 2025 and entered into between Red Mont Global Limited (“Vendor B”) as vendor and the Company as purchaser in relation to the sale and purchase of the only issued share Red Mont HK Limited and the transactions contemplated thereunder, and to authorise the directors of the Company to issue a promissory note to Vendor B pursuant to Agreement B in satisfaction of the consideration payable by the Company thereunder		

* The full text of the ordinary resolutions above is set out in the notice convening the Meeting dated 7 January 2026.

Dated this _____ day of _____ 2026 Signature(s) X _____ X^(Notes 5 to 10)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words “the chairman of the Meeting (the “Chairman”) or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him.
- If you wish to vote for any resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against any resolution set out above, please tick (“✓”) the box marked “Against”. If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick (“✓”) in the relevant box. If the form returned is duly signed but without specific direction on a resolution, the proxy will vote or abstain at his/her discretion in respect of such resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
- In order to qualify for attending the Meeting or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 21 January 2026.
- Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person(s) who sign(s) the form.