



HUA HONG SEMICONDUCTOR LIMITED

華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01347)

22 January 2026

To the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders

Dear Sir or Madam,

- (1) MAJOR AND CONNECTED TRANSACTION – ACQUISITION OF
SHARE CAPITAL OF THE TARGET INVOLVING THE ISSUE OF
CONSIDERATION SHARES UNDER SPECIFIC MANDATE;
(2) APPLICATION FOR WHITEWASH WAIVER;
(3) PROPOSED NON-PUBLIC ISSUANCE OF RMB SHARES TO
RAISE SUPPORTING FUNDS;
(4) SPECIAL DEAL
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

We refer to the circular of the Company dated 22 January 2026 (the “**Circular**”), of which this letter forms part. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed as members of the Independent Board Committee to advise the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders in respect of the Proposed Acquisition (including the grant of the Proposed Acquisition Specific Mandate and the approval of the Acquisition Agreement), the Whitewash Waiver and the Special Deal, details of which are set out in the “Letter from the Board” in the Circular. Innovax Capital Limited has been appointed as the Hong Kong Independent Financial Adviser to advise the Independent Board Committee and the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders with the approval of the Independent Board Committee in this regard.


We wish to draw your attention to the “Letter from the Board” set out on pages 10 to 56 of the Circular, the “Letter from the Hong Kong Independent Financial Adviser” set out on pages 59 to 125 of the Circular and the additional information set out in the appendices thereto.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taken into account, among other things, the principal factors and reasons considered by, and the advice of, the Hong Kong Independent Financial Adviser as set out in the “Letter from the Hong Kong Independent Financial Adviser” in the Circular, we concur with the view of the Hong Kong Independent Financial Adviser and consider that while the Proposed Acquisition is not conducted in the ordinary and usual course of business of the Group, (i) the Proposed Acquisition is on normal commercial terms; and (ii) the Proposed Acquisition, the Proposed Acquisition Specific Mandate, the Whitewash Waiver and the Special Deal are fair and reasonable so far as the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders are concerned and in the interests of the Company, the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders as a whole.

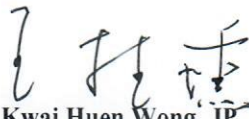
Accordingly, we recommend the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders to vote in favour of the resolutions in relation to the Proposed Acquisition, the Proposed Acquisition Specific Mandate, the Whitewash Waiver and the Special Deal to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Independent Board Committee
Hua Hong Semiconductor Limited



Mr. Stephen Tso Tung Chang

*Independent non-executive
Director*



Mr. Kwai Huen Wong, JP

*Independent non-executive
Director*



Mr. Songlin Feng

*Independent non-executive
Director*

* For identification purpose only.