

**HUA HONG SEMICONDUCTOR LIMITED**  
**華虹半導體有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1347)**

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

**1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION**

Pursuant to Articles 110 and 111 of the Articles of Association of Hua Hong Semiconductor Limited (the “**Company**”):

“No person other than a director retiring at the meeting shall be appointed or reappointed a director at any general meeting unless:

- (a) he is recommended by the directors; or
- (b) (i) a notice executed by a member qualified to vote on the appointment or reappointment has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company's register of directors, together with notice executed by that person of his willingness to be appointed or reappointed;
- (ii) the minimum length of the period during which the notices referred to in (i) are given is at least 7 days; and
- (iii) the period for lodgement of the notices referred to in (i) will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting”; and

“Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may also determine the rotation in which any additional directors are to retire.”

**2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF  
SECURITIES ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG  
KONG LIMITED (THE “LISTING RULES”)**

Pursuant to Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- (a) publish an announcement in accordance with Rule 2.07C or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election

as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;

- (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- (c) publish such announcement or supplementary circular not less than ten (10) business days before the date of the relevant general meeting; and
- (d) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY**

- 3.1 If a shareholder of the Company who is duly qualified to attend and vote at the general meeting convened to deal with the appointment/election of director(s), wishes to propose a person (other than the shareholder himself/herself) for election as a director at that meeting, he/she can deposit a written notice at the Company's registered office in Hong Kong at Suites 3701-10, 37/F, Jardine House, 1 Connaught Place, Central, Hong Kong or its principle place of business in China at 288 Halei Road, Zhangjiang Hi-Tech Park, Shanghai 201203, PRC.
- 3.2 In order for the Company to inform all shareholders of that proposal, the written notice must state the full name of the person proposed for election as a director, his/her biographical details and particulars as required by rule 13.51(2) of the Listing Rules and be signed by the shareholder and that person indicating his/ her willingness to be elected and consent of the publication of his/her personal information.
- 3.3 The period for lodgment of the written notice will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) clear days prior to the date of such general meeting.
- 3.4 Shareholders who have enquires about the above procedures or have enquires to put to the Board of Directors may write to the Company Secretaries of the Company, Xiaojun Wang at Suites 3701-10, 37/F, Jardine House, 1 Connaught Place, Central, Hong Kong.

Hong Kong, 14 October 2014

*Notes: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*