

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



上海復旦微電子集團股份有限公司

Shanghai Fudan Microelectronics Group Company Limited\*

*(a joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 1385)

## **PROPOSALS FOR**

- (1) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION IN RESPECT OF THE ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS TO NON-SPECIFIC INVESTORS;**
- (2) EXTENSION OF THE AUTHORISATIONS TO THE BOARD AND ITS AUTHORISED PERSONS TO DEAL WITH THE MATTERS RELATING TO THE ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS TO NON-SPECIFIC INVESTORS AT THEIR ABSOLUTE DISCRETION; AND**
- (3) POSSIBLE SUBSCRIPTION FOR A SHARE CONVERTIBLE CORPORATE BONDS BY CONNECTED PERSONS**

References are made to the circular dated 12 June 2023 (the “Circular”) and the announcement in relation to the poll results of the extraordinary general meeting, H Shareholders’ class meeting and A Shareholders’ class meeting dated 6 July 2023 (the “Announcement”) of Shanghai Fudan Microelectronics Group Company Limited \* (the “Company”). Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Circular and the Announcement.

Resolutions in relation to “the proposal on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company”, “the proposal in relation to the Authorisations to the Board and its authorised persons by the Shareholders’ General Meetings to deal with the matters relating to the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors at their absolute discretion” and “the proposal in relation to the Connected Transaction in relation to Possible Subscription for A Share Convertible Corporate Bonds by Connected Persons” were considered and approved at the extraordinary general meeting, H Shareholders’ class meeting and A Shareholders’ class meeting convened by the Company on 5 July 2023.

According to the abovementioned resolutions, the validity periods of the resolutions on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company (the “Issuance”) and the authorisations to the Board to deal with the matters relating to the Issuance (the “Relevant Authorisation”) shall be twelve months from the date on which the resolutions were considered and approved at the extraordinary general meeting and the class meetings, which will expire on 5 July 2024.

As the relevant work on the Issuance is still under progress and the validity periods of the resolutions on the Issuance and the Relevant Authorisation will expire soon, in order to ensure the smooth implementation of relevant work on the Issuance, the Company convened Board meeting on 29 April 2024, at which the proposal in relation to the extension of the validity period of the resolution in respect of the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors and extension of the authorisations to the Board and its authorised persons to deal with the matters relating to the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors at their absolute discretion were considered and approved. It is agreed to extend the validity periods of the resolutions on the Issuance and the Relevant Authorisation for twelve months from the date of the expiry, i.e.,

until 5 July 2025, and table such resolutions to the shareholders' extraordinary general meeting and class meetings of the Company for consideration.

Save for the extended validity periods as stated above, there are no changes to the other terms of the proposed Issuance of A Share Convertible Corporate Bonds.

## **POSSIBLE SUBSCRIPTION FOR A SHARE CONVERTIBLE CORPORATE BONDS BY CONNECTED PERSONS**

According to the plan for the Issuance of A Share Convertible Corporate Bonds and subject to the issuance of listing approval by the Shanghai Stock Exchange and registration with the CSRC, Connected Persons including Fudan Fukong, Fuxin Fangao, certain Directors of the Company, Shanghai Shenghao and Shanghai Yuhao may exercise their preemptive rights to subscribe for the A Share Convertible Corporate Bonds. Under Chapter 14A of the Listing Rules, the subscription of the A Share Convertible Bonds by these Connected Persons will constitute a Connected Transaction of the Company, and shall be subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

### Reasons for and benefits of the proposed Issuance of A Share Convertible Corporate Bonds and the Possible Subscription

The proceeds raised from the Issuance of A Share Convertible Corporate Bonds shall be fully invested in the Company's principal business, which is in line with the comprehensive strategic development and direction of the Company in the future. After completion of implementing the projects to be invested by the proceeds raised, the overall competitiveness and the sustainability of the Company will be effectively improved. The Issuance of Convertible Corporate Bonds benefits the Company in expanding its business scales. The implementation of the projects to be invested by the proceeds raised can enhance the comprehensive research and development capability and independent innovation ability of the Company, which is of great significance in enriching the product mix, seeking new profit growth spots and improving sustainable profitability of the Company. The Board considers that the extension of the validity period of the A Share Convertible Corporate Bonds for another twelve months will be in the interests of the Company and its shareholders as a whole.

### Information of the Company

The Company is a joint stock company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Stock Exchange and the Sci-Tech Innovation Board of the Shanghai Stock Exchange, respectively. The Company's main businesses are the design, development and sales of IC products in China.

### Information of the Connected Persons and Implications under the Listing Rules

Fudan Fukong is a Substantial Shareholder of the Company. Shanghai Commerce and Invest (Group) Corporation holds 70.2% interest in Fudan Fukong, while 29.8% is held by the independent third party. Shanghai Commerce and Invest (Group) Corporation is wholly owned by Bailian Group Company Limited, which in turn is a state-owned enterprise wholly owned by the Shanghai Municipal Government.

Fuxin Fangao is a Substantial Shareholder of the Company. Fuxin Fangao is wholly owned by Shanghai Fudan Asset Management Co., Ltd., which in turn is wholly owned by Fudan University, a state-owned university established in Shanghai, China.

As at the date of this announcement, Fudan Fukong and Fuxin Fangao held 109,620,000 and 106,730,000 A Shares, respectively, representing approximately 13.38% and 13.03% of the total issued Shares of the Company, and hence are Substantial Shareholders of the Company, and therefore, Fudan Fukong and Fuxin Fangao are connected persons of the Company. Under Chapter 14A of the Listing Rules, the subscription of the A Share Convertible Bonds by Fudan Fukong and/or Fuxin Fangao will

constitute Connected Transaction of the Company, and shall be subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

As at the date of this announcement, Mr. Jiang Guoxing is an executive Director of the Company and the Chairman of the Board, who holds 7,210,000 A Shares, representing approximately 0.88% of the issued share capital of the Company; Mr. Shi Lei is an executive Director and the Managing Director of the Company who holds 7,210,000 A Shares, representing approximately 0.88% of the issued share capital of the Company; Mr. Yu Jun is an executive Director and the Deputy Managing Director of the Company who holds 522,546 A Shares, representing approximately 0.06% of the issued share capital of the Company. Certain Directors held 14,942,546 A Shares in aggregate, representing approximately 1.82% of the total issued Shares. Under Chapter 14A of the Listing Rules, the subscription of the A Share Convertible Bonds by Directors of the Company will constitute a Connected Transaction of the Company, and shall be subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

As at the date of this announcement, Ms. Zhang Yanfeng, being a Supervisor, and Ms. Fang Jing, being a supervisor of Sino IC, each held 40% interests in the issued share capital of Shanghai Yuji. Shanghai Yuji is the general partner of Shanghai Shenghao and Shanghai Yuhao and has the de facto control of Shanghai Shenghao and Shanghai Yuhao, and Shanghai Shenghao and Shanghai Yuhao held 2,253,750 and 366,000 A Shares, representing approximately 0.28% and 0.04% of the total issued Shares of the Company, respectively. Under Chapter 14A of the Listing Rules, the subscription of the A Share Convertible Bonds by Shanghai Shenghao and Shanghai Yuhao will constitute a Connected Transaction of the Company, and shall be subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

In respect of the proposed resolution to approve the Possible Subscription for A Share Convertible Corporate Bonds by Connected Persons, Connected Persons who are directly and indirectly holding an aggregate of 233,912,296 Shares (representing approximately 28.56% of the issued share capital of the Company) as at the date of this announcement, are required to abstain from voting at the extraordinary general meeting.

No Directors have abstained from voting on the Board resolutions approving the extension of the validity period of the resolution in respect of the Issuance and the Relevant Authorisation. Mr. Jiang Guoxing, Mr. Shi Lei and Mr. Yu Jun (the Directors who held 14,942,546 A Shares in aggregate) abstained from voting in respect of the Board resolution regarding to the Possible Subscription for A Share Convertible Corporate Bonds by Connected Persons. In addition, no other Directors have abstained from voting on other Board resolutions at the abovementioned Board meeting.

The Company has formed an Independent Board Committee to give recommendations to the Independent Shareholders in respect of the Possible Subscription for A Share Convertible Corporate Bonds by Connected Persons. The Company has also appointed Amasse Capital Limited as Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether or not the terms of the Possible Subscription are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Group so far as the Independent Shareholders are concerned and are in the common interest of the Company and the Shareholders as a whole.

A circular containing further details of (1) extension of the validity period of the resolution in respect of the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors; (2) extension of the Authorisations to the Board and its authorised persons to deal with the matters relating to the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors at their absolute discretion; and (3) Possible Subscription for A Share Convertible Corporate Bonds by Connected Persons will be issued by the Company to the H Shareholders before 6 May 2024.

By Order of the Board  
**Shanghai Fudan Microelectronics Group Company Limited\***  
**Jiang Guoxing**  
Chairman

Shanghai, the PRC, 29 April 2024

*As at the date of this announcement, the Company's executive Directors are Mr. Jiang Guoxing, Mr. Shi Lei and Mr. Yu Jun; non-executive Directors are Ms. Zhang Qianling and Mr. Sun Zheng, and independent non-executive Directors are Mr. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen.*

*\* For identification purposes only*