

AMASSE CAPITAL

寶 積 資 本

9 May 2024

Shanghai Fudan Microelectronics Group Company Limited
No. 220, Handan Road
Shanghai
PRC

Attention: The board of directors

Dear Sirs,

Re: Proposed continuing connected transactions in relation to the revision of 2024 Annual Cap and the New Cooperation Agreement; and proposed extension of the validity period of the resolution in respect of the issuance of A Share Convertible Corporate Bonds to non-specific investors and the validity period of the relevant authorisation and possible subscription for A Share Convertible Corporate Bonds by connected persons (the “Transactions”)

We refer to the circular of Shanghai Fudan Microelectronics Group Company Limited (the “**Company**”) dated the date of this letter (the “**Circular**”) in relation to the Transactions. Capitalised terms used in this letter shall have the same meaning as those defined in the Circular unless otherwise specified.

We hereby confirm that we have given consent to the issue of the Circular with the inclusion herein of our letter addressed to the Independent Board Committee and the Independent Shareholders (the “**IFA Letter**”) and reference to its name in the form and context in which it is included.

We further consent to this letter and the IFA Letter being made available for public inspection as included in the Circular.

We also confirm that, we (i) did not have any shareholding, directly or indirectly, in the Company or any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Company or any member of the Group as at the Latest Practicable Date; and (ii) did not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to the Company or any members of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 December 2023, the date to which the latest published audited consolidated accounts of the Company were made up.

Yours faithfully,
For and on behalf of
Amasse Capital Limited



Name: Stephen Lau
Title: Director