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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)

**RESIGNATION OF NON-EXECUTIVE DIRECTORS;
PROPOSED APPOINTMENT OF EXECUTIVE AND NON-EXECUTIVE
DIRECTORS;
AND CLOSURE OF REGISTER OF MEMBERS**

RESIGNATION OF NON-EXECUTIVE DIRECTORS

The board (the "Board") of directors of Shanghai Fudan Microelectronics Group Company Limited* (the "Company") announces that Ms. Zhang Qianling has tendered her resignation as non-executive Director of the Company due to her age reason and Mr. Sun Zheng has tendered his resignation as non-executive Director of the Company due to his personal works arrangement on 26 July 2024. Ms. Zhang Qianling and Mr. Sun Zheng will still handle their duties as non-executive director until the resolution of the appointments of the new non-executive directors take effect upon its passing at the forthcoming extraordinary general meeting ("EGM").

Ms. Zhang Qianling and Mr. Sun Zheng had no disagreement with the Board and there are no other matters relating to their resignation that need to be brought to the attention to the shareholders of the Company and The Stock Exchange of Hong Kong Limited. The Board would like to take this opportunity to express its sincere gratitude to Ms. Zhang Qianling and Mr. Sun Zheng for their valuable contributions to the Company during their tenure of office.

PROPOSED APPOINTMENT OF EXECUTIVE AND NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that the Nomination Committee of the Company has approved the nomination of Mr. Zhuang Qifei, Ms. Zhang Rui, Mr. Song Jiale and Ms. Yan Na as non-executive Directors and Mr. Shen Lei as an executive Director to fill the vacancies of Directors, and relevant resolutions will also be proposed by the Board for approval at the EGM. The details of the proposed executive and non-executive Directors are set out in the appendix of this announcement.

The above proposed appointments of executive and non-executive directors are still subject to the consideration and approval as ordinary resolutions at EGM. A circular containing details related to the proposed appointments of executive and non-executive directors as well as the notice of EGM will be sent to the Shareholders shortly.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of EGM, the Register of Members of H Shares of the Company will be closed from 13 August 2024 to 19 August 2024 (both days inclusive) and during which no transfer of H Shares will be effected.

For holders of H shares whose names appear on the Register of Members of the Company as at 19 August 2024 shall be entitled to attend the EGM. To be qualified to attend the EGM, all transfers of H Shares accompanied by the relevant share certificates must be lodged at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 12 August 2024.

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

Shanghai, the PRC, 26 July 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*

APPENDIX:

Set out below are the details of the proposed non-executive Director:

Mr. Zhuang Qifei (莊啟飛先生)

Mr. Zhuang Qifei, aged 52, born in 1972, Chinese nationality, with no permanent residency outside China. He has postgraduate qualifications and holds a master degree in economics of Fudan University and EMBA of Tsinghua University. He once served as a treasury manager of investment banking department of Shanghai Wanguo Securities Co., Ltd. (上海萬國證券公司), assistant to the general manager of investment banking headquarter of Southern Securities Co., Ltd. (南方證券有限公司), deputy general manager of investment banking headquarter of Tiantong Securities Co., Ltd. (天同證券有限責任公司), deputy general manager of Shanghai headquarter and investment banking headquarter of Huatai Securities Co., Ltd. (華泰證券股份有限公司), general manager of securities investment headquarter of Central China Securities Co., Ltd. (中原證券股份有限公司), general manager of Shanghai Richen Asset Management Co., Ltd. (上海融昌資產管理有限公司), president of Shanghai Chengtou Holding Investment Co., Ltd. (上海城投控股投資有限公司) as well as investment controller, vice president of Shanghai Chengtou Holding Co., Ltd. (上海城投控股股份有限公司), director of Western Securities Co., Ltd. (西部證券股份有限公司), deputy general manager of Tianjin Jinlian Investment Holdings Limited (天津津聯投資控股有限公司) and Tsinlien Group Company Limited in Hong Kong (香港津聯集團有限公司), the chairman of Tianjin TEDA International Holding (Group) Co., Ltd. (天津市泰達國際控股(集團)有限公司) and Bohai Property Insurance Co., Ltd. (渤海財產保險股份有限公司). During the period from August 2019 to March 2023, Mr. Zhuang Qifei served as a director in Tianjin Development Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 882). During the period from September 2023 to June 2024, Mr. Zhuang Qifei also served as a director in Shanghai Bailian Group Company Limited* (上海百聯集團股份有限公司), a company listed on the main board of Shanghai Stock Exchange (stock code: 600827). He is currently the chief investment and finance officer of Bailian Group Co., Ltd.* (百聯集團有限公司), the chairman of supervision committee of Shanghai Securities Company Limited, and the chairman of Shanghai Commerce and Invest (Group) Corporation* (上海市商業投資(集團)有限公司) and Bailian Financial Services Co., Ltd. (百聯金融服務有限公司). Upon enquiry of the CSRC's Securities and Futures Market Untrustworthy Record Inquiry Platform* (證券期貨市場失信記錄查詢平台), Mr. Zhuang Qifei has not been subject to any punishment imposed by the CSRC and other relevant authorities or any penalty from stock exchanges.

Subject to the approval of Shareholders by way of an ordinary resolution at the EGM, the Company will enter into a service contract with Mr. Zhuang Qifei for a term of office from the date of the EGM to the end of the term of the Ninth Session of the Board of the Company (i.e. 2 June 2025), and his services may be terminated by either party giving not less than three months' notice to the other. Mr. Zhuang Qifei will not receive any remuneration by serving as a director.

Ms. Zhang Rui (張睿女士)

Ms. Zhang Rui, aged 47, born in 1977, Chinese nationality, with no permanent residency outside China. She holds a master degree in Management from Xi'an Jiaotong University and an EMBA from China Europe International Business School. She served as the project manager and business director of the investment banking department of Minfa Securities Co., Ltd. (閩發證券有限責任公司) from 2000 to June 2005, the general manager of the investment banking department (division II), director of corporate business and general manager of investment banking headquarters of Nanjing Securities Co., Ltd. (南京證券股份有限公司) from June 2005 to May 2020, and the secretary of the party committee and chairlady of the board of directors of Fuanda Fund Management Co., Ltd. (富安

達基金管理有限公司) from May 2020 to August 2023. She has served as the general manager of Shanghai Commercial Invest (Group) Corporation* (上海市商業投資(集團)有限公司) since August 2023. Besides, since April 2024, Ms. Zhang Rui has been a director of Shanghai First Pharmaceutical Co., Ltd.* (上海第一醫藥股份有限公司), a company listed on the mainboard of Shanghai Stock Exchange (stock code: 600833). Upon enquiry of the CSRC's Securities and Futures Market Untrustworthy Record Inquiry Platform* (證券期貨市場失信記錄查詢平台), Ms. Zhang Rui has not been subject to any punishment imposed by the CSRC and other relevant authorities or any penalty from stock exchanges.

Subject to the approval of Shareholders by way of an ordinary resolution at the EGM, the Company will enter into a service contract with Ms. Zhang Rui for a term of office from the date of the EGM to the end of the term of the Ninth Session of the Board of the Company (i.e. 2 June 2025), and her services may be terminated by either party giving not less than three months' notice to the other. Ms. Zhang Rui will not receive any remuneration by serving as a director.

Mr. Song Jiale (宋加勒先生)

Mr. Song Jiale, aged 44, born in 1980, Chinese nationality, with no permanent residency outside China. He graduated from Shanghai International Studies University majoring in English language and literature. He served as the head of the Lebanese Affairs of the Ministry of Foreign Affairs from August 2003 to April 2007, an auditor at PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所) from May 2007 to July 2009, the investment manager of Maryland Business Center (Shanghai) Co., Ltd. (馬里蘭商務中心(上海)有限公司) from August 2009 to December 2010, the deputy general manager of Chengding Fund (誠鼎基金) and the general manager of Hangzhou Chengding (杭州誠鼎) from January 2011 to February 2018, the deputy general manager of Shanghai Junhe Licheng Investment Management Center (L.P.) (上海君和立成投資管理中心(有限合夥)) from March 2018 to July 2020, and the general manager of Shanghai Jiushi Private Equity Fund Management Co., Ltd. (上海久事私募基金管理有限公司) from August 2020 to August 2023. He has served as the deputy general manager of Shanghai Commercial Invest (Group) Corporation* (上海市商業投資(集團)有限公司) since September 2023. Upon enquiry of the CSRC's Securities and Futures Market Untrustworthy Record Inquiry Platform* (證券期貨市場失信記錄查詢平台), Mr. Song Jiale has not been subject to any punishment imposed by the CSRC and other relevant authorities or any penalty from stock exchanges.

Subject to the approval of Shareholders by way of an ordinary resolution at the EGM, the Company will enter into a service contract with Mr. Song Jiale for a term of office from the date of the EGM to the end of the term of the Ninth Session of the Board of the Company (i.e. 2 June 2025), and his services may be terminated by either party giving not less than three months' notice to the other. Mr. Song Jiale will not receive any remuneration by serving as a director.

Note: Shanghai Fudan Fukong Technology Enterprise Holdings Co., Ltd. ("Fudan Fukong") held 109,620,000 A Shares of the Company which represent 13.38% equity interest of Shares issued of the Company. Bailian Group Co., Ltd.* ("Bailian Group") is a state-owned enterprise wholly owned by the Shanghai Municipal Government and wholly owned Shanghai Commercial Invest (Group) Corporation* ("SCI"), and SCI held 70.2% of the equity interest of Fudan Fukong. Accordingly, each of SCI and Bailian Group is deemed to be interested in Fudan Fukong's interest in the Company.*

Ms. Yan Na (閻娜女士)

Ms. Yan Na, aged 45, born in 1979, Chinese nationality, with no permanent residency outside China. She holds a Bachelor's degree in electronic and a PhD in microelectronics and solid electronics from Fudan University and is a professor and doctoral candidate instructor, an excellent academic leader in Shanghai, a chief scientist of the National Innovation Centre for Integrated Circuits (國家集成電路創新中心), and a senior member of the Chinese Institute of Electronics. Since 2007, she has been a lecturer at the Department of Microelectronics, and an associate professor, professor, and associate dean at the School of Microelectronics of Fudan University. From July 2011 to July 2012, she was a visiting scholar at the University of California, Los Angeles (UCLA). Upon enquiry of the CSRC's Securities and Futures Market Untrustworthy Record Inquiry Platform* (證券期貨市場失信記錄查詢平台), Ms. Yan Na has not been subject to any punishment imposed by the CSRC and other relevant authorities or any penalty from stock exchanges. Ms Yan Na does not hold any position with the Company and other members of the Group.

Subject to the approval of the Shareholders by way of ordinary resolution at the EGM, the Company will enter into a service contract with Ms. Yan Na for a term commencing from the date of EGM to the end of the term of office of the Ninth Session of the Board of the Company (i.e. 2 June 2025), and her service may be terminated by either party giving the other not less than three months' notice. Ms. Yan Na will be entitled to receive a director's emolument of RMB200,000 (before tax) per annum. The emoluments of the non-executive Directors are determined by the remuneration and evaluation committee of the Company with reference to the time and effort devoted to the Company's affairs, their responsibilities and expertise.

Set out below are the details of the proposed executive Director:

Mr. Shen Lei (沈磊先生)

Mr. Shen Lei, aged 58, born in 1966, Chinese nationality, with no permanent residency outside China. He graduated majoring in semiconductor physics and devices and he holds a master's degree in microelectronics and solid electronics from Fudan University. He joined the State Key Laboratory of Dedicated Integrated Circuits and Systems, School of Information Science and Engineering and School of Microelectronics in Fudan University in 1995 to conduct research on integrated circuit design and process correlation, and served as an engineer, senior engineer, professorate senior engineer, master's degree instructor and doctoral candidate instructor. He joined the Company in 2001 and is currently the Deputy General Manager of the Company, and is the core technical staff of the Company. Since September 2023, Mr. Shen Lei has been served as a director in Sino IC Technology Co., Ltd.* (上海華嶺集成電路技術股份有限公司), a subsidiary of the Company listed on Beijing Stock Exchange (stock code: 430139). Mr. Shen Lei indirectly holds 437,250 A Shares of the Company through Shanghai Shenghao Corporate Management Consultant Partnership Enterprise (limited partnership)* (上海聖壕企業管理諮詢合夥企業(有限合夥)) which represent 0.05% equity interest of Shares issued of the Company. Mr. Shen Lei holds 437,250 shares of Sino IC Technology Co., Ltd.* (上海華嶺集成電路技術股份有限公司), a subsidiary of the Company, which represent 0.18% equity interest of its shares issued. Mr. Shen Lei indirectly holds 156,830 shares of Shanghai Fuwei Xunjie Digital Technology Co., Ltd.* (上海復微迅捷數字科技股份有限公司), a subsidiary of the Company, through Shanghai Fuwei xinxun Enterprise Management Consulting Partnership (Limited partnership)* (上海復微芯訊企業管理諮詢合夥企業(有限合夥)), which represent 0.31% equity interest of its shares issued. He also indirectly holds 150,000 shares in Shanghai Fukong Hualong Microsystem Technology Co., Ltd., an associate of the Company, through Zhoushanshi Kangxin Investment Partners Enterprise (Limited partnership)*, which represent 0.21% equity interest of its shares issued. Upon enquiry of the CSRC's Securities and Futures Market Untrustworthy Record Inquiry Platform* (證券期貨市場失信記錄查詢平台), Mr. Shen Lei has not been subject to any punishment imposed by the CSRC and other relevant authorities or any penalty from stock exchanges.

Subject to the approval of the Shareholders by way of ordinary resolution at the EGM, the Company will enter into a service contract with Mr. Shen Lei for a term commencing from the date of the EGM to the end of the term of office of the Ninth session of the Board of the Company (i.e. 2 June 2025), which term may be terminated by either party giving to the other not less than three months' notice. Mr. Shen Lei will be entitled to receive a director's emolument of RMB700,000 (before tax) per annum. The emoluments of the executive Directors are determined by the remuneration and evaluation committee of the Company with reference to the time and effort devoted to the Company's affairs, their responsibilities and expertise. Mr. Shen Lei also receives a variable remuneration and discretionary bonus from the Group in his capacity as a senior management, which was determined with reference to his duties and responsibilities with the Company, the market value of the remuneration of his position, the variable target and the prevailing market conditions.

Note: Shanghai Fuxin Fangao IC Technology Co. Ltd. (上海復芯凡高集成電路技術有限公司) ("Fuxin Fangao") holds 106,730,000 A Shares of the Company, representing 13.03% of the issued shares of the Company. Fuxin Fangao is a state-owned enterprise wholly owned by Shanghai Fudan Asset Management Co., Ltd.* (上海復旦資產經營有限公司) ("Fudan Asset"), which in turn is wholly owned by Fudan University.*

Mr. Zhuang Qifei, Ms. Zhang Rui, Mr. Song Jiale, Ms. Yan Na and Mr. Shen Lei confirm that, save as disclosed above, (i) they have not held any position in the Company or any of its subsidiaries or any directorships in other listed companies in the past three years; (ii) they do not have any relationship with any directors, supervisors, senior management or substantial shareholders (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) of the Company or any of its subsidiaries; and (iii) they do not hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no other information relating to the appointment of Mr. Zhuang Qifei, Ms. Zhang Rui, Mr. Song Jiale, Ms. Yan Na and Mr. Shen Lei that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange, nor is there any other matters that need to be brought to the attention of the shareholders of the Company.