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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)

**(1) POLL RESULTS OF THE AGM;
(2) CHANGE OF DIRECTORS AND AUTHORISED REPRESENTATIVE;
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND
(4) PAYMENT OF FINAL DIVIDEND FOR 2024**

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as set out in the AGM Notice and Supplemental AGM Notice were duly passed by poll at the AGM held on 18 June 2025.

CHANGE OF DIRECTORS AND AUTHORISED REPRESENTATIVE

The Executive directors, Mr. Jiang Guoxing, Mr. Shi Lei and Mr. Yu Jun, and the Independent Non-executive Directors, Mr. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen were retired as Directors, effective from 18 June 2025. Mr. Shi Lei resigned as the Authorised Representative of the Company, effective from 18 June 2025.

The proposals to appoint Mr. Shen Lei as Executive Director for the Tenth Session of the Board; Mr. Zhang Wei, Ms. Yan Na, Mr. Zhuang Qifei, Ms. Zhang Rui and Mr. Song Jiale as Non-executive Directors for the Tenth Session of the Board; and Ms. Shi Yanling, Ms. Wang Meijuan and Mr. Hu Xue as Independent Non-executive Directors for the Tenth Session of the Board were respectively approved by the Shareholders on the AGM and all effective from 18 June 2025.

With effect from 18 June 2025, Mr. Zhang Wei was appointed as the Chairman of the Board and the Managing Director of the Company and redesignated from a Non-executive Director to an Executive Director. Mr. Shen Lei was appointed as the Deputy Managing Director of the Company.

The Executive Director, Mr. Zhang Wei, was appointed as the Authorised Representative of the Company, effective from 18 June 2025.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from 18 June 2025, Mr. Zhang Wei, an Executive Director, has been appointed as the chairman of the Strategy and Investment Committee and Environmental, Social and Governance Committee of the Company; Mr. Shen Lei, an Executive Director, has been appointed as the member of the Strategy and Investment Committee and Environmental, Social and Governance Committee of the Company; Ms. Yan Na, a Non-executive Director, has been appointed as the member of the Nomination Committee of the Company; Ms. Zhang Rui, a Non-executive Director, has been appointed as the member of the Strategy and Investment Committee of the Company; Ms. Shi Yanling, an Independent Non-executive Director, has been appointed as the chairman of the Remuneration and Evaluation Committee, the member of the Audit Committee, Nomination Committee and Strategy and Investment Committee of the Company. Ms. Wang Meijuan, an Independent Non-executive Director, has been appointed as the Chairman of the Audit Committee, the member of the Remuneration and Evaluation Committee and Environmental, Social and Governance Committee of the Company; Mr. Hu Xue, an Independent Non-executive Director, has been appointed as the Chairman of the Nomination Committee, the member of the Audit Committee and Remuneration and Evaluation Committee of the Company.

PAYMENT OF FINAL DIVIDEND FOR 2024

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB0.8 per 10 shares (inclusive of tax) in respect of the year ended 31 December 2024 was duly passed.

Reference is made to the announcement in relation to the circular (the “Circular”) and the notice (the “AGM Notice”) of the annual general meeting (the “AGM”) both dated 28 April 2024 and the supplemental circular (the “Supplemental Circular”) and the supplemental notice (the “Supplemental AGM Notice”) of the AGM both dated 3 June 2025 of Shanghai Fudan Microelectronics Group Company Limited* (上海復旦微電子集團股份有限公司) (the “Company”). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular, the AGM Notice, the Supplemental Circular and the Supplemental AGM Notice.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as set out in the AGM Notice and the Supplemental AGM Notice were duly passed by poll at the AGM held on 18 June 2025.

As at the date of the AGM, the Company has a total of 821,427,300 Shares of RMB0.10 each in issue, which was the total number of Shares entitling the shareholders of the Company to attend and vote at the AGM. No Shareholders were restricted from voting on any of the proposed resolutions at the AGM.

BDO Limited was appointed by the Company as scrutineer for vote-taking. Two shareholder representatives and one supervisor of the Company also participated in the vote-tabulation and acted as the scrutineer for vote-taking. Two lawyers from Shanghai Allbright Law Offices, the PRC legal advisor of the Company, witnessed the convening of the meeting, the procedures for holding the meeting and the voting results.

The followings are the poll results of the resolutions passed at the AGM:

Ordinary resolutions		Number of votes (approximately %)			Total votes
		For	Against	Abstained	
1.	To consider and approve the Work Report of the Board of 2024	417,749,234 (99.8936%)	41,873 (0.0100 %)	403,224 (0.0964 %)	418,194,331
2.	To consider and approve the Work Report of the Supervisory Committee of 2024	417,019,269 (99.7844%)	43,973 (0.0105%)	857,089 (0.2051%)	417,920,331
3.	To consider and approve the Final Account Report of 2024	417,033,755 (99.7812%)	41,873 (0.0100%)	872,703 (0.2088%)	417,948,331
4.	To consider and approve the Annual Report of 2024	417,003,055 (99.7805%)	41,873 (0.0100%)	875,403 (0.2095%)	417,920,331
5.	To consider and approve the Profit Distribution Plan of 2024	416,983,081 (99.7757%)	67,647 (0.0162%)	869,603 (0.2081%)	417,920,331
6.	To consider and approve the Re-appointment of Overseas and Domestic Auditor and internal control Auditor of 2025	416,997,755 (99.7792%)	49,873 (0.0119%)	872,703 (0.2089 %)	417,920,331
7.	To consider and approve the Remuneration of Directors and Supervisors of 2025	416,989,254 (99.7772%)	59,974 (0.0144%)	871,103 (0.2084%)	417,920,331
8.	To consider and approve the Purchase of Liability Insurance for Directors, Supervisors and Senior Management	416,960,155 (99.7702%)	90,573 (0.0217%)	869,603 (0.2081 %)	417,920,331
Special resolution					
9.	To consider and approve the General	396,375,058	20,681,556	863,717	417,920,331

	Mandate to issue additional A Shares and/or H Shares	(94.8446 %)	(4.9487%)	(0.2067 %)	
Ordinary resolutions					
10.	To elect Mr. Zhang Wei as a non-executive Director of the Tenth Session of the Board	414,895,250 (99.1857%)	258,468 (0.0618%)	3,147,613 (0.7525%)	418,301,331
11.	To elect Mr. Shen Lei as an executive Director of the Tenth Session of the Board	415,028,168 (99.2175%)	123,374 (0.0295%)	3,149,789 (0.7530%)	418,301,331
12.	To elect Ms. Yan Na as a non-executive Director of the Tenth Session of the Board	413,373,229 (98.8219%)	1,779,913 (0.4255%)	3,148,189 (0.7526%)	418,301,331
13.	To elect Mr. Zhuang Qifei as a non-executive Director of the Tenth Session of the Board	410,764,864 (98.1983%)	4,388,278 (1.0491%)	3,148,189 (0.7526%)	418,301,331
14.	To elect Ms. Zhang Rui as a non-executive Director of the Tenth Session of the Board	412,155,822 (98.5308%)	2,996,278 (0.7163%)	3,149,231 (0.7529 %)	418,301,331
15.	To elect Mr. Song Jiale as a non-executive Director of the Tenth Session of the Board	412,112,864 (98.5305%)	2,996,278 (0.7164%)	3,150,189 (0.7531%)	418,259,331
Ordinary resolutions (by way of accumulative voting)					
16.01	To elect Ms. Shi Yanling as an independent non-executive Director of the Tenth Session of the Board	373,420,601 (89.2707%)			
16.02	To elect Ms. Wang Meijuan as an independent non-executive Director of the Tenth Session of the Board	370,414,093 (88.5520 %)			
16.03	To elect Mr. Hu Xue as an independent non-executive Director of the Tenth Session of the Board	370,456,409 (88.5621%)			

* The full text of the Resolutions is set out in the Circular, AGM Notice, the Supplemental Circular and the Supplemental AGM Notice.

As more than 50% of the votes were casted in favour of the ordinary resolutions from No. 1 to No. 8 and No.10 to No. 16.03 and more than two thirds of the votes were casted in favour of the special resolution from No. 9, the above resolutions of the AGM were duly passed as ordinary resolutions and special resolution of the Company respectively.

Directors of the Ninth Session of the Board, namely, Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Mr. Shen Lei, Mr. Zhuang Qifei, Ms. Zhang Rui, Mr. Song Jiale, Ms. Yan Na, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin have participated in the AGM in person or by way of electronic means.

CHANGE OF DIRECTORS AND AUTHORISED REPRESENTATIVE

Reference is made to the announcement of the Company dated 30 May 2025 relating to the Election of Directors for the Tenth Session of the Board and the Retirement by Rotation of Directors. The Executive directors, Mr. Jiang Guoxing, Mr. Shi Lei and Mr. Yu Jun, and the Independent Non-executive Directors, Mr. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen were retired as Directors, effective from 18 June 2025. Mr. Shi Lei resigned as the authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Authorised Representative”), effective from 18 June 2025.

The proposals to appoint Mr. Shen Lei as Executive Director for the Tenth Session of the Board; Mr. Zhang Wei, Ms. Yan Na, Mr. Zhuang Qifei, Ms. Zhang Rui and Mr. Song Jiale as Non-executive Directors for the Tenth Session of the Board; and Ms. Shi Yanling, Ms. Wang Meijuan and Mr. Hu Xue as Independent Non-executive Directors for the Tenth Session of the Board were respectively

approved by the Shareholders on the AGM and all effective from 18 June 2025 until the expiry date of the Tenth Session of the Board of the Company, which is 17 June 2028.

With effect from 18 June 2025, Mr. Zhang Wei was appointed as the Chairman of the Board and the Managing Director of the Company and redesignated from a Non-executive Director to an Executive Director. Mr. Shen Lei was appointed as the Deputy Managing Director of the Company. Mr. Zhang Wei entitled to receive a director's emolument of RMB200,000 (before tax) per annum under the service agreement signed between the Company and Mr. Zhang Wei. The remuneration payable to Mr. Zhang Wei is determined by the remuneration and evaluation committee of the Company with reference to his contribution of time, effort and expertise on the Company's matters. Mr. Zhang Wei 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.

The Executive Director, Mr. Zhang Wei, was appointed as the Authorised Representative of the Company, effective from 18 June 2025.

Information regarding the above-mentioned executive Director, non-executive Directors and Independent Non-executive Directors have been set out in the Supplemental Circular. Save for the disclosures above and in the Supplemental Circular, as at the date of this announcement, there is no other information relating to their appointment or redesignation that needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

All Independent Non-executive Directors have confirmed their independence as regards the factors in rule 3.13 of the Listing Rules.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from 18 June 2025, Mr. Zhang Wei, an Executive Director, has been appointed as the chairman of the Strategy and Investment Committee and Environmental, Social and Governance Committee of the Company; Mr. Shen Lei an Executive Director, has been appointed as the member of the Strategy and Investment Committee and Environmental, Social and Governance Committee of the Company; Ms. Yan Na, a Non-executive Director, has been appointed as the member of the Nomination Committee of the Company; Ms. Zhang Rui, a Non-executive Director, has been appointed as the member of the Strategy and Investment Committee of the Company; Ms. Shi Yanling, an Independent Non-executive Director, has been appointed as the chairman of the Remuneration and Evaluation Committee, the member of the Audit Committee, Nomination Committee and Strategy and Investment Committee of the Company. Ms. Wang Meijuan, an Independent Non-executive Director, has been appointed as the Chairman of the Audit Committee, the member of the Remuneration and Evaluation Committee and Environmental, Social and Governance Committee of the Company; Mr. Hu Xue, an Independent Non-executive Director, has been appointed as the Chairman of the Nomination Committee, the member of the Audit Committee and Remuneration and Evaluation Committee of the Company.

PAYMENT OF FINAL DIVIDEND FOR 2024

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB0.8 per 10 shares (inclusive of tax) in respect of the year ended 31 December 2024 was duly passed. The Company will publish further announcement on the arrangements for the distribution of the final dividend and other relevant matters.

Note regarding the Scope of Work of BDO Limited: The poll results were subject to scrutiny by BDO Limited, Certified Public Accountants (Practising), whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to BDO Limited. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By Order of the Board
Shanghai Fudan Microelectronics Group Company Limited*
Mr. Zhang Wei
Chairman

Shanghai, the PRC, 18 June 2025

As at the date of this announcement, the Company's executive Directors are Mr. Zhang Wei and Mr. Shen Lei; non-executive Directors are Ms. Yan Na, Mr. Zhuang Qifei, Ms. Zhang Rui and Mr. Song Jiale, and independent non-executive Directors are Ms. Shi Yanling, Ms. Wang Meijuan and Mr. Hu Xue.

** For identification purposes only*