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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) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE REVISION OF 2025 ANNUAL CAP AND THE NEW COOPERATION AGREEMENT; AND (2) RELATED PARTY TRANSACTIONS WITH SHANGHAI HUAHONG (GROUP) COMPANY LIMITED

(1) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE REVISION OF 2025 ANNUAL CAP AND THE NEW COOPERATION AGREEMENT

References are made to the announcement of the Company dated 22 March 2024 and the circular dated 9 May 2024, in relation to the entering into the cooperation agreement between the Company and Fudan Communication for the agency of selling the reconfigurable devices and memory IC chips and the setting of the relevant annual caps. After assessed the market demand, sales track record and product life cycle for reconfigurable devices and memory IC chips under the Old Cooperation Agreement, the Company believed that the 2025 annual cap under the Old Cooperation Agreement cannot fulfil the demand of transactions. Thus, the Company entered into the New Cooperation Agreement with Fudan Communication on 28 July 2025.

As defined in Chapter 14A of the Listing Rules, Fudan Communication is a Connected Person of the Company, therefore the transactions under the New Cooperation Agreement constitute continuing connected transactions of the Company.

As the 2025 to 2027 Annual Cap of the continuing connected transactions contemplated under the New Cooperation Agreement exceed the applicable percentage ratios of 5% (except for profits ratio), the continuing connected transactions are subject to the reporting, annual review, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

(2) RELATED PARTY TRANSACTIONS WITH SHANGHAI HUAHONG (GROUP) COMPANY LIMITED

The Group expects there will be ordinary related party transactions conducted with Shanghai Huahong and its subsidiaries in an aggregate amount not exceeding RMB358.7 million from 19 June 2025 to the date of 2025 Annual General Meeting. Types of transactions include purchase of wafers, masks and other materials from

related party, sales of products to related party and provision of services to related party.

The related party relationship of the Shanghai Huahong Related Party Transactions is solely due to, Mr. Zhang Wei, the Chairman and Managing Director of the Company, is also an independent director of Shanghai Huahong. Therefore, the Proposed Related Party Transactions do not fall within the ambit of, and is not subject to, the regulations of Chapter 14A of the Listing Rules and therefore is not subject to the notification, announcement and shareholder approval requirements under Chapter 14A of the Listing Rules.

Pursuant to paragraph (15) (7) of Chapter 15 of the Rules Governing the Listing of Stocks on the Science and Technology Board of the Shanghai Stock Exchange (Revised as of April 2025), the Proposed Related Party Transactions are ordinary related party transactions. Pursuant to 7.2.3 and 7.2.4 of the Rules Governing the Listing of Stocks on the Science and Technology Board of the Shanghai Stock Exchange (Revised as of April 2025), the Proposed Related Party Transactions which accounted for more than 1% of the Group's audited total assets amount for the most recent period and transaction amount exceeded RMB30 million are required to be submitted to the shareholders' meeting for approval.

(1) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE REVISION OF 2025 ANNUAL CAP AND THE NEW COOPERATION AGREEMENT

References are made to the announcement of the Company dated 22 March 2024 and the circular dated 9 May 2024, in relation to the entering into the cooperation agreement between the Company and Fudan Communication for the agency of selling the reconfigurable devices and memory IC chips and the setting of the relevant annual caps.

After assessed the market demand, sales track record and product life cycle for reconfigurable devices and memory IC chips under the Old Cooperation Agreement, the Company believed that the 2025 annual cap under the Old Cooperation Agreement cannot fulfil the demand of transactions. Thus, the Company entered into the New Cooperation Agreement with Fudan Communication on 28 July 2025. Details of the New Cooperation Agreement are as follows:

NEW COOPERATION AGREEMENT

(i) Date

28 July 2025 (after the trading hours)

(ii) Contracting parties

(a) the Company; and
(b) Fudan Communication

(iii) Nature of Agreement

According to the New Cooperation Agreement, the Company agreed to continue the appointment of Fudan Communication as the qualified agent to sell the reconfigurable devices and memory IC chips manufactured by the Company. The

Company will sell related chips to Fudan Communication, and Fudan Communication will then promote the chips and solutions to its end customers. The Company will set product sales guide prices of the products based on the principle of product costs and related expenses plus a certain profit. Fudan Communication shall purchase relevant products from the Company at the prices, policies and terms which are consistent with other agents and uniformly formulated by the Company. Meanwhile, Fudan Communication shall not sell the relevant products at a price higher than the prices of the product sales guide. The specific business of both parties shall be executed separately by signing a purchase and sale contract.

(iv) Duration

From the date of extraordinary general meeting where the Independent Shareholders having approved the resolution on the Proposed Continuing Connected Transactions to 31 December 2027.

(v) Payment method

Payment will be made before the delivery of the products to Fudan Communication's designated location. No credit period will be provided.

(vi) Conditions precedent

The New Cooperation Agreement is subject to and will become effective upon the approval of the Independent Shareholders at the extraordinary general meeting. The Old Cooperation Agreement will be terminated upon the New Cooperation Agreement becoming effective.

REVISION OF THE 2025 ANNUAL CAP AND THE PROPOSED 2026-2027 ANNUAL CAPS

1. According to the announcement dated 22 March 2024 of the Company, the 2025 Annual Cap proposed by the Directors for the Old Cooperation Agreement was RMB280,000,000. The actual transaction amount under the Old Cooperation Agreement with Fudan Communication from 1 January 2025 to 30 June 2025 was approximately RMB184,328,000, whilst the outstanding sales order under the Old Cooperation Agreement is approximately RMB236,045,000, which is expected to be completed on or before 31 December 2025. It is expected that transaction amount under the Old Cooperation Agreement for the period from 1 January 2025 up to (but excluding) the date of extraordinary general meeting will not exceed the existing annual cap of RMB280,000,000. In signing the New Cooperation Agreement with Fudan Communication, Fudan Communication is interested in purchasing the Company's reconfigurable devices and memory IC chips, with an estimated transaction value of approximately RMB520,000,000 from 1 January 2025 to 31 December 2025. The Board believes that the revised 2025 Annual Cap therefore corresponds to the estimated purchase amount under the New Cooperation Agreement with Fudan Communication and is a reasonable estimate compared with historical transaction data. After entering into the New Cooperation Agreement, it is proposed to revise the 2025 Annual Cap to reflect the increase in the transaction amount under the New Cooperation Agreement.

2. The 2026 - 2027 Annual Caps proposed by the Directors were based on the sales history of the type of products, and were made after taking into account of information such as the number of products that have passed the evaluation and assessment of potential customers and the completion of required procedures for the supplier register, as well as the sales intentions between Fudan Communication and its customers.

   The Directors expect that the market demand of such products will continue due to favorable factors such as industry recovery, customer demand and wide application. The Board believes that the semiconductor industry is recovering, and shall continue to increase in 2025 and subsequent years. In the medium and long term, the semiconductor industry has a solid foundation and is gradually improving its capacity in Mainland China. The Board believes that the shortage of middle and high-end chips represented by new energy vehicles, industrial control and high-performance computing is still continuing, and the wave of domestic substitution is also gradually moving towards the field of middle and high-end chips. Fudan Communication has entered into a letter of intent with the Company for the period from 2025 to 2027 in respect of its customers' requirements. Based on the amount of the sales contracts to be entered into under the letter of intent, the proposed revised 2025 Annual Cap and the 2026-2027 Annual Caps for the relevant three years from 2025 to 2027 covered by the New Cooperation Agreement shall not exceed the amount shown in the below table:

	For the year ended 31 December		
	2025 RMB'000	2026 RMB'000	2027 RMB'000
Annual caps of the New Cooperation Agreement	520,000	520,000	520,000
	520,000	520,000	520,000

3. The following table sets out the historical transaction amounts occurred and up to 30 June 2025:

	For the year ended 31 December			For the period ended 30 June
	2022 RMB'000 (Audited)	2023 RMB'000 (Audited)	2024 RMB'000 (Audited)	2025 RMB'000
Historical transaction amounts	236,196	262,334	305,701	184,328

REASONS FOR THE TRANSACTIONS

It is the Company's overall business objective to become a leader in the IC design and system integration business in the PRC with keen determination to be one of the global leading application specific IC design companies. One of the business objectives of the Company is to develop diversified industrial chains. The Company vigorously invested in the research and development of reconfigurable devices and memory IC chips several years ago. With fully developed techniques and the expanding market demand, the Directors believe that these products will help to increase turnover and profits of the Company. Fudan Communication possesses a considerable proportion of market shares in the ultimate markets of relevant products with wide sales channels, and meanwhile the capability to provide application solutions. The Directors consider that the Company can save time for the lengthy market exploration and reduce cost of sales after entering into the New Cooperation Agreement. It also helps with the prompt penetration into relevant markets, increasing market shares and achievement of synergies.

In recent years, the cyclical fluctuation of semiconductor industry has increased due to the influence of fluctuating economic conditions, trade friction and other impacts. As a result, the domestic IC market was further affected by cost changes and delay of raw material supply and product delivery. Therefore, Fudan Communication has to lockup the Company's supply to meet its orders in coming years in order to secure the supply of goods and meet the growth of end-user demand. On the other hand, the Company also used to secure the orders placed by Fudan Communication in order to minimize its business risk in production.

The Board (excluding the independent non-executive Directors, who will provide their opinions after having received the advice from the Independent Financial Adviser) considers the transactions contemplated under the New Cooperation Agreement to be in the ordinary course of business of the Group, are on normal commercial terms which are fair and reasonable and are in the interests of the Company and the Shareholders as a whole since (i) the turnover and profits of the Company can be raised with the help of the sales channel of reconfigurable devices and memory IC chips and application solutions provided by Fudan Communication; (ii) the Company can save selling costs; and (iii) the Company can shorten the time taken to marketing but penetrate into relevant markets promptly, increase market shares and help the long-term development of reconfigurable devices aspect.

PRICING POLICIES

The Company has established a product pricing system with a "Product Pricing Guide" which covers pricing of products and is applicable to customers, qualified agents and connected enterprises. The product selling prices which are set in accordance with the terms and regulations of the Product Pricing Guide, will be based on the market situation, the acceptance by customers and the price set by competitors, and also with the consideration of product costs and related expenses plus profits of not less than 30%. The product selling prices and updated adjustments from time to time are set by the relevant divisions and approved by the management, then the unified product catalogs and prices will be offered to qualified agents respectively. All sales of products will be conducted in accordance with the ranges of profit margin, the same selling prices and same

terms offered to qualified agents. These procedures can ensure that the transactions will be conducted on normal commercial terms and on terms and prices no less favourable to the Company than those offered to independent qualified agents.

INTERNAL CONTROL

Pursuant to the internal control system established by the Company, the internal control division will be responsible to monitor and review the continuing connected transactions contemplated under the New Cooperation Agreement to ensure that the transactions are conducted in accordance with the terms of the agreements, on normal commercial terms and in accordance with the pricing policy of the Company. Also, it will also report the transactions to the independent non-executive Directors on a regular basis or from time to time, if necessary. In addition, the internal control division will pay close attention to the sales contracts in order to control the aggregate transaction amount under the annual caps or to alert the relevant division to publish revision announcement when the aggregate transaction amounts are close to the revised 2025 Annual Cap and the 2026 - 2027 Annual Caps in order to comply with the Listing Rules.

In respect of the pricing, the pricing for the products will be referred to the "Product Pricing Guide". Based on the "Product Pricing Guide", an actual price list for different products under different bulk purchase quantity will be decided by the sales department and then approved by the management of the Company to ensure the products prices are no less favourable to the Company than that to be sold to Independent Third Parties.

In respect of monitoring the aggregate amount for transactions contemplated under the New Cooperation Agreement, the sales department would inform the financial department before entering into sales contracts with Fudan Communication and the financial department as well as the internal control division would monitor the remaining quota of the annual caps to ensure that the aggregated amounts will not exceed the revised 2025 Annual Cap and the 2026 - 2027 Annual Caps.

INFORMATION OF THE COMPANY AND FUDAN COMMUNICATION

The Company's principal activities are design, development and sales of IC products in the PRC.

Fudan Communication is mainly engaged in design, development and production of telecommunication devices in the PRC. As at the date of this announcement, the Company holds approximately 16.34% equity interest of Fudan Communication. Fudan Fukong, a Substantial Shareholder of the Company, holds approximately 33.84% equity interest of Fudan Communication and other Independent Third Parties hold approximately 49.82% of its equity interest.

LISTING RULES IMPLICATIONS

To the best of the Directors' knowledge and belief, having made all reasonable enquiries and as at the date of this announcement, Fudan Fukong holds 101,732,384 Shares of the Company, representing approximately 12.38% of the issued share capital of the Company and is a Substantial Shareholder of the Company. Fudan Fukong also holds approximately 33.84% of the issued share capital of Fudan Communication, which Fudan Communication is an associate of Fudan Fukong. As defined in Chapter 14A of the Listing Rules, Fudan Fukong and Fudan Communication are connected persons of the Company, therefore the transactions under the New Cooperation Agreement constitute connected transactions of the Company.

Mr. Zhuang Qifei, Ms. Zhang Rui and Mr. Song Jiale, who are the non-executive Directors of the Company related with Fudan Fukong, have abstained from voting on the Board resolution approving the New Cooperation Agreement in the Board meeting on 28 July 2025. None of the other Directors has any material interest in the connected transactions. In addition, no other Directors have abstained from voting on the Board resolutions at the abovementioned Board meeting.

As the 2025-2027 Annual Caps of the continuing connected transactions contemplated under the New Cooperation Agreement exceed the applicable percentage ratios of 5% (except for profits ratio), the continuing connected transactions are subject to the reporting, annual review, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Resolution(s) shall be proposed at the forthcoming extraordinary general meeting to be held by the Company to consider and approve, if though fit, the execution of the New Cooperation Agreement and the transactions contemplated thereunder (including the Proposed Continuing Connected Transactions). Connected persons including Fudan Fukong (including its ultimate beneficial owners), and their associates shall abstain from voting at the extraordinary general meeting regarding to the related resolutions(s).

The Independent Board Committee has formed to advise the Independent Shareholders on the execution of the New Cooperation Agreement and the transactions contemplated thereunder (including the Proposed Continuing Connected Transactions). The Company has appointed Amasse Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee and Independent Shareholders that whether the Proposed Continuing Connected Transactions are fair and reasonable and in line with the interests of the Company and the Shareholders as a whole.

(2) RELATED PARTY TRANSACTIONS WITH SHANGHAI HUAHONG (GROUP) COMPANY LIMITED

A. Basic information on ordinary related party transactions

(I) Consideration and approval procedures performed for the ordinary related party transactions

The Company convened the second meeting of the Tenth Session of the Board of Directors of the Company and the twentieth meeting of the Ninth Session of the Supervisory Committee of the Company on 28 July 2025, which considered and approved the "Resolution on ordinary related party transactions with Shanghai Huahong (Group) Company Limited".

Mr. Zhang Wei, Chairman and Managing Director, abstained from voting in the Board meeting on 28 July 2025 due to a related party relationship (for details of the related party relationship, please refer to the following paragraph headed "B. Basic Information on Related Party and Related Party Relationship"). The Directors without related party relationship presented at the meeting unanimously agreed to the resolution; the Supervisors without related party relationship presented at the meeting unanimously agreed to the resolution. The independent directors of the Company (who are Ms. Shi Yanling, Ms. Wang Meijuan and Mr. Hu Xue) reviewed this transaction at the special meeting of the independent directors convened beforehand and agreed that the matter should be submitted to the Board and the shareholders, general meeting for approval.

(II) Estimated transaction amount and type of ordinary related party transactions

The ordinary related party transactions with Shanghai Huahong and its subsidiaries from 19 June 2025 to the date of 2025 Annual General Meeting is expected to be in an aggregate amount not exceeding RMB358.7 million, details of which are set out below:

All amounts in RMB'000

Type of related party transactions	Related party	Estimated transaction amount from 19 June 2025 to the date of 2025 Annual General Meeting	Transaction amount from 1 January 2025 to 18 June 2025	Actual amount incurred in the previous year	Reasons for the large difference between the current estimate and the actual amount incurred in the previous year
Purchase of wafers, masks and other materials from related party	Shanghai Huahong (Group) Company Limited and its subsidiaries	338,000.00	79,564.70	223,436.00	N/A
Sales of products to related party	Shanghai Huahong (Group) Company Limited and its subsidiaries	19,500.00	4,108.60	12,523.60	N/A
Provision of services to related party	Shanghai Huahong (Group) Company Limited and its subsidiaries	1,200.00	47.20	1,080.90	N/A
Total		358,700.00	83,720.50	237,040.50	

B. Basic Information on Related Party and Related Party Relationship

(I) Basic Information on Related Party

Company Name	Shanghai Huahong (Group) Company Limited
Legal Representative	Qin Jian
Unified Social Credit Code	91310000132263312B
Type of corporate	Limited liability company (state-owned)
Date of incorporation	9 April 1996
Registered Capital	RMB13,448,545,247
Register Address	No. 177, Bibo Road, Pilot Free Trade Zone, China (Shanghai)
Shareholder Composition and Controlling status	51.48128% held by Shanghai Municipal State-owned Assets Supervision and Administration Commission; 15.36826% held by Shanghai Guosheng (Group) Co.; 15.36826% held by Shanghai International Group Co.; 9.78221% held by Shanghai INESA(Group) Co., Ltd.; 8% held by Shanghai Lingang Economic Development

	(Group) Co., Ltd.
Business activities	Organization of development, design, processing, manufacture and sale of integrated circuits and related products, investment in integrated circuit design, manufacture, sale, application and related high-tech industries, consulting services, asset management, leasing of own premises, parking lot (warehouse) operation. Items subject to approval in accordance with the law can be operated only after approval by the relevant departments
Relationship	For details, please refer to "(II) Relationships with the Company"
Key Financial Data for the Latest Financial Year	Except from disclosure due to trade secret

(II) Relationships with the Company

Pursuant to the definition of related parties under Chapter 15 of the Rules Governing the Listing of Securities on the Shanghai Stock Exchange Technology and Innovation Board, given that Mr. Zhang Wei, the Chairman and Managing Director of the Company, also serves as an independent director of Shanghai Huahong (Group) Company Limited, the Huahong Related Party Transaction constitutes a related party transaction. The aforementioned Director abstained from voting.

(III) Analysis of capacity of performance obligation

The related party in the Proposed Related Party Transactions and its subsidiaries are state-owned 8+12-inch integrated circuit manufacturing industrial groups in China with advanced chip manufacturing mainstream technology, and are in good credit standing, continue to operate in accordance with the law, and have good ability to fulfill their contractual obligations. The transaction is an ordinary related party transaction and the risk is manageable. The Company will enter into contracts or agreements with the related parties in respect of the expected ordinary related party transactions and execute them in strict accordance with the terms thereof, and are legally protected.

C. Main contents of ordinary related party transactions

(I) Main contents of related party transactions

Shanghai Huahong and its subsidiaries are an important integrated circuit manufacturing industry group in China. The Company has a long-term cooperative relationship with them, and the current relationship is solely due to one of the directors of the Company also serving as their independent director. The related transactions between the Company and its subsidiaries are mainly for the purchase of raw materials, which are determined by negotiation with reference to market prices in accordance with the principle of fair pricing.

(II) Signature of the Related Party Transaction Agreement

After the transaction amount of the Proposed Related Party Transaction has been reviewed and approved at the extraordinary general meeting, the Company will sign specific transaction contracts or agreements with the relevant connected parties in accordance with its business operation.

D. Purpose of the ordinary related party transactions and impact on the listed company

(I) Necessity of the related party transactions

The above estimated Proposed Related Party Transactions are routine transactions of the Company, which are normal business in the operation of the Company with normal commercial practices, which are favorable to the Company' s operations.

(II) Analyzing the fairness of the pricing of related party transactions

The related party transactions between the Company and the related parties of the Proposed Related Party Transactions will be conducted in accordance with the principle of fair pricing so as to be consistent with business practice and there will be no acts detrimental to the interests of the Company and all shareholders, in particular the small and medium-sized shareholders. The cooperative related parties have good business reputation and financial status, which is favorable to the continuous development of the Company's normal business.

(III) Continuity of related party transactions

The transactions between the Company and the related parties of the Proposed Related Party Transactions will be conducted in accordance with the principles of consensus, fair dealing and mutual benefit, and will not adversely affect the independence of the Company, and the main business of the Company will not become dependent on the related parties as a result of the transactions, and there will be no behavior that will be detrimental to the interests of the Company and the shareholders, in particular the small and medium-sized shareholders. Due to the characteristics of the IC industry, the Company maintains a good cooperative relationship with the abovementioned related parties and the related party transactions with the abovementioned related parties will continue to exist for a certain period of time.

E. Listing Rules Implications

The related party relationship of the Shanghai Huahong Related Party Transactions is solely due to, Mr. Zhang Wei, the Chairman and Managing Director of the Company, is also an independent director of Shanghai Huahong. Therefore, the Proposed Related Party Transactions do not fall within the ambit of, and is not subject to, the regulations of Chapter 14A of the Listing Rules and therefore is not subject to the notification, announcement and shareholder

approval requirements under Chapter 14A of the Listing Rules.

Pursuant to paragraph (15) (7) of Chapter 15 of the Rules Governing the Listing of Stocks on the Science and Technology Board of the Shanghai Stock Exchange (Revised as of April 2025), the Proposed Related Party Transactions are ordinary related party transactions. Pursuant to 7.2.3 and 7.2.4 of the Rules Governing the Listing of Stocks on the Science and Technology Board of the Shanghai Stock Exchange (Revised as of April 2025), the Proposed Related Party Transactions which accounted for more than 1% of the Group's audited total assets amount for the most recent period and transaction amount exceeded RMB30 million are required to be submitted to the shareholders' meeting for approval.

As additional time is required to finalise certain information to be included therein, a circular containing, among other things, (i) further information on the New Cooperation Agreement and the transactions contemplated thereunder; (ii) further information on the related party transactions with Shanghai Huahong (Group) Company Limited; (iii) letter from the Independent Board Committee relating to the New Cooperation Agreement and the transactions contemplated thereunder; (iv) letter from the Independent Financial Advisor to the Independent Board Committee regarding the New Cooperation Agreement and the transactions contemplated thereunder; and (v) other information required pursuant to the Listing Rules, together with the notice of extraordinary general meeting and proxy form will be despatched to the Shareholders on or before 8 August 2025.

DEFINITIONS

In this announcement, unless the context otherwise requires, the capitalised terms shall have the meanings as set out below:

"2025 Annual Cap"	the annual cap for the year ending 31 December 2025 under the Old Cooperation Agreement
"2026 - 2027 Annual Caps"	the annual caps for the years ending 31 December 2026 and 2027 under the New Cooperation Agreement
"A Shares"	the ordinary share(s) of the Company of nominal value of RMB0.10 each subscribed and traded in RMB
"associate"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"Company"	Shanghai Fudan Microelectronics Group Company Limited* (上海復旦微電子集團股份有限公司), a joint stock limited company incorporated in the PRC, whose A Shares are listed on

	the Sci-Tech Innovation Board of the Shanghai Stock Exchange and H shares are listed on the Main Board of the Stock Exchange
"Connected Person(s)"	has the meaning ascribed to it under the Listing Rules
"Connected Transaction"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Fudan Communication"	Shanghai Fudan Communication Company Limited* (上海復旦通訊股份有限公司), a 30%-controlled company of Fudan Fukong (as defined in the Listing Rules)
"Fudan Fukong"	Shanghai Fudan Fukong Technology Enterprise Holdings Limited* (上海復旦復控科技產業控股有限公司), a substantial Shareholder of the Company (as defined in the Listing Rules)
"Group"	the Company and its subsidiaries from time to time
"H Share(s)"	overseas listed foreign share(s) of nominal value of RMB0.10 each in the share capital of the Company which are listed on Main Board of the Stock Exchange and subscribed and traded in HK$
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Independent Board Committee"	an independent committee of the Board, comprising all the independent non-executive Directors, namely Ms. Shi Yanling, Ms. Wang Meijuan and Mr. Hu Xue, has been formed to advise the Independent Shareholders in respect of the Proposed Continuing Connected Transactions
"Independent Financial Advisor"	Amasse Capital Limited, registered with the Securities and Futures Commission in Hong Kong as a licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, and appointed as the independent financial adviser of the Company

	to provide advice to the Independent Board Committee and the Independent Shareholders in relation to the Proposed Continuing Connected Transactions
"Independent Shareholders"	any Shareholder(s) of the Company who is not required to abstain from voting at the extraordinary general meeting
"Independent Third Party(ies)"	any entity or person who, to the best of our Directors' knowledge, information and belief having made all reasonable enquiries, is not a connected person of the Company within the meaning ascribed thereto under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"New Cooperation Agreement"	the sales agency cooperation agreement in respect of reconfigurable devices and memory IC chips entered into between the Company and Fudan Communication on 28 July 2025
"Old Cooperation Agreement"	the sales agency cooperation agreement in respect of reconfigurable devices and memory IC chips entered into between the Company and Fudan Communication on 22 March 2024 and effective on 12 June 2024
"PRC"	the People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
"Proposed Continuing Connected Transactions"	the proposed continuing connected transactions in relation to the revision of 2025 Annual Cap and the New Cooperation Agreement
"Proposed Related Party Transactions"	the proposed related party transactions with Shanghai Huahong pursuant to the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange
"RMB"	Renminbi, the lawful currency of the PRC
"Sci-Tech Innovation Board"	The Shanghai Stock Exchange Science and Technology

	Innovation Board
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	holders of the Company's Shares including A Share(s) and H Share(s)
"Shanghai Huahong"	Shanghai Huahong (Group) Company Limited* (上海華虹(集團)有限公司)
"Shanghai Stock Exchange"	Shanghai Stock Exchange of the PRC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholder"	has the meaning ascribed to it under the Listing Rules
"Supervisor(s)"	supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"%"	percent.

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

Shanghai, the PRC, 28 July 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 purpose only*