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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)

CONNECTED TRANSACTIONS IN RELATION TO TECHNOLOGY SERVICES AGREEMENT WITH FUDAN UNIVERSITY

The Board is pleased to announce that a Technology Services Agreement was entered between the Company and Fudan University on 28 July 2025 (after the trading hours). The Company agrees to engage Fudan University to conduct research and development on ultra-large scale FPGA layout and routing technology and provide corresponding technical support.

The Directors (including the independent non-executive Directors) consider that the transactions under the Technology Services Agreement were entered in the ordinary and usual course of business of the Group, on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

As one or more of the applicable percentage ratios in respect of the aggregation of transactions with Fudan University exceed 0.1% but all are less than 5% (other than the profits ratio), the connected transactions are subject to the reporting, announcement and annual review requirements, but exempt from the requirements of the disclosure in circular and independent shareholders' approval under Chapter 14A of the Listing Rules.

The board of directors of the Company (the "Board") is pleased to announce that a technology services agreement ("Technology Services Agreement") was entered between the Company and Fudan University on 28 July 2025 (after the trading hours).

TECHNOLOGY SERVICES AGREEMENT

(i) Date
28 July 2025 (after the trading hours)

(ii) Contracting parties
(a) the Company; and
(b) Fudan University

(iii) Nature of agreement
According to the Technology Services Agreement, the Company agrees to Fudan University to conduct research and development on ultra-large scale FPGA layout and routing technology and provide corresponding technical support.

(iv) Fees
A fee of RMB3,500,000, which 50% will be paid to Fudan University 30 days after the signing of the Technology Services Agreement and the remaining 50% will be paid after the research and development results of Fudan University have been accepted by the Company.

(v) Duration
The agreement commences from 28 July 2025 and up to 31 December 2026.

(vi) Intellectual property
The ownership of intellectual property of R&D and the right for its application to be owned by the Company.

REASONS FOR THE TRANSACTIONS

The overall business goal of the Company is to become the market leader in IC design and system integration business in China, and is determined to become the world's leading application-specific IC design company. The research and development on ultra-large scale FPGA layout and routing technology can improve the technical level of the Company and make a good contribution to the revenue and performance of the Group.

Fudan University has a state-key laboratory for integrated circuits and systems and a school of microelectronics where advanced equipment and facilities are provided and employs number of top-notch talents with extensive knowledge and experiences in research and development of microelectronics.

The Directors consider the Company can obviate the need for technical staff employment, save financial resources for the acquisition of equipment and facilities, and to reduce expenses and costs of research and development and administration through entering the Technology Services Agreement, meanwhile it can expedite research and development and optimize its results, and accelerate the process of industrialization, providing employees of the Company an opportunity to acquire valuable knowledge and experiences during skills exchange. In addition, the Company can share the results of R&D and related commercial value.

PRICING POLICIES

Since the scope of work under the Technology Services Agreement is tailored by Fudan University for the Company, the fees for technology development under the Technology Services Agreement was determined by both parties after considering the complexity and difficulty of the provision of services, the relevant costs such as the equipment and facilities required for R&D, the time that specific technical talents spend for providing services and their subsidies for R&D activity, the utilization of the research outcomes and their commercial values, and the prevailing market rate.

INTERNAL CONTROL

Pursuant to the internal control system established by the Company, the internal control division will be responsible to monitor and review all the connected transactions contemplated under the Technology Services Agreement to ensure that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy of the Group. Also, reporting will be submitted to the independent non-executive directors of the Company on a regular basis or as from time to time, if necessary. In addition, the internal control division will pay close attention to the contracts so as to control the aggregate amount under the exemption of de minimis transactions or to alert the relevant division to publish revision announcement or circular when the transaction amounts nearly reach the exemption of de minimis transactions in order to comply with the Listing Rules.

INFORMATION OF THE COMPANY AND FUDAN UNIVERSITY

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

Fudan University is a stated-owned university established in Shanghai, the PRC, and is a promoter and substantial shareholder of the Company. Fudan University has a state-key laboratory for integrated circuits and systems and technology center which engage in designing and developing integrated circuits and microelectronics products and related research in technology; provision of consultancy, training and transfer services of IC and related systems.

LISTING RULES IMPLICATIONS

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries and at the date of this announcement, Fudan University holds approximately 12.99% of the issued share capital of the Company through its wholly-owned Shanghai Fuxin Fangao IC Technology Company Limited and is a substantial shareholder of the Company. As defined in Chapter 14A of the Listing Rules, Fudan University is a connected person of the Company, therefore the transactions under the Technology Services Agreement constitute connected transactions of the Company.

None of the Directors has any material interest in the connected transactions. The executive Directors of the Company, Mr. Zhang Wei and Mr. Shen Lei; and non-executive Director of the Company, Ms. Yan Na, who are the Directors related with Fudan University and Fuxin Fangao, have abstained from voting on the Board resolution approving the Technology Services Agreement. No other Directors have abstained from voting on the related Board resolution at the abovementioned Board meeting.

The Directors (including the independent non-executive Directors) consider that the transactions under the Technology Services Agreement were entered in the ordinary and usual course of business of the Group, on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

From 1 January 2025 to 30 June 2025, the aggregation transaction amount of service fees between the Company and Fudan University was approximately RMB184,466.00. As one or more of the applicable percentage ratios in respect of the aggregation of transactions with Fudan University exceed 0.1% but all are less than 5% (other than the profits ratio), the connected transactions are subject to the reporting, announcement and annual review requirements, but exempt from the requirements of the disclosure in circular and independent shareholders' approval under Chapter 14A of the Listing Rules.

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

Shanghai, 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 purposes only*