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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "EGM") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") will be held at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the People's Republic of China (the "PRC") on Friday, 5 September 2025 at 10:00 a.m. for the following purposes:–

1. Ordinary Resolution: "(i) To consider and approve and confirm the New Cooperation Agreement and the transactions contemplated thereunder and any other accompanying documents, (ii) to consider and approve and confirm the 2026-2027 Annual Caps of the transactions contemplated under the New Cooperation Agreement and to revise the 2025 Annual Cap of the transactions contemplated under the Old Cooperation Agreement and the New Cooperation Agreement (the capitalised terms in the aforesaid paragraph are defined or described with details in the Company's circular dated 15 August 2025), and (iii) to consider and authorize any Director on behalf of the Company to give effect to the New Cooperation Agreement and the transactions contemplated thereunder or to do such acts and things as the Director in his/her discretion may consider appropriate, necessary or desirable to implement, and sign or seal to execute any agreement, deed, written form and other documents or to make relevant arrangements, under the circumstances in the interests of the Company and its shareholders as a whole, to approve and make the relevant insignificant adverse change, revise, supplement or waive insignificant issues"; and

* *For identification purpose only*

2. Ordinary Resolution: "To consider and approve and confirm the proposed related party transactions with Shanghai Huahong (Group) Company Limited pursuant to the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange (details of the aforesaid related party transactions are described in the Company's circular dated 15 August 2025)".

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

Hong Kong, 15 August 2025

Notes:

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 5 September 2025 shall be entitled to attend the EGM. For Non-Registered Shareholders of H Shares, please consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for the voting arrangements.

2. Any member entitled to attend and vote at the EGM is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.

3. The instrument appointing a proxy must be in writing of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or in writing by its director or other attorney duly authorized to sign the same. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney, must be deposited not less than 24 hours before the time appointed for the holding of the EGM at the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC (for A Shareholders) or the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) as stipulated in the proxy form.

4. For H Shareholders, the Register of Members of H Shares of the Company will be closed from 2 September 2025 to 5 September 2025 (both dates inclusive) during which period no transfer of H Shares will be registered. For H Shareholders whose names appear on the register of members of the Company as at 5 September 2025 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 with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 1 September 2025.

5. Shareholders or their proxies shall provide their identification documents when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.

6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.

8. Information containing further details regarding the proposed resolutions set out in the above notice as required by the Listing Rules are set out in the circular of the Company dated 15 August 2025.

As at the date of this notice, 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*