Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

ABOLITION OF SUPERVISORY COMMITTEE; PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION; AND AMENDMENTS TO RELEVANT RULES OF PROCEDURES AND CERTAIN REGULATIONS AND SYSTEMS OF THE COMPANY

ABOLITION OF SUPERVISORY COMMITTEE

Pursuant to the relevant provisions of the Company Law of the People's Republic of China (the "Company Law"), the Transitional Arrangements for the Implementation of Supporting Rules and Regulations under the New Company Law, and the Guidelines for Articles of Association of Listed Companies, the board (the "Board") of directors of Shanghai Fudan Microelectronics Group Company Limited* (the "Company") has resolved to abolish the establishment of Supervisory Committee. The powers and duties of the Supervisory Committee as stipulated in the Company Law shall be exercised by the Audit Committee of the Board. The Rules of Procedure for the Supervisory Committee and other related regulations for the Supervisory Committee shall be abolished simultaneously. Corresponding amendments shall be made to relevant provisions concerning the Supervisory Committee within related rules and regulations.

Following the abolition of the Supervisory Committee, the positions of Chairman of the Supervisory Committee and Supervisors were abolished consequently. Prior to the approval of the abolition of the Supervisory Committee at the Company's shareholders' general meeting, the Ninth session of the Supervisory Committee of the Company shall continue to perform its supervisory duties and functions strictly in accordance with relevant laws, regulations, normative documents, and the existing Articles of Association, safeguarding the interests of the Company and all shareholders.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The Board proposes to adopt a new set of articles of association of the Company (the " New Articles of Association") to (1) keep conjunction with the situation such as the change in share capital after the implementation of the A Shares Restricted Share Incentive Scheme of the Company; (2) remove the entire sections on the Supervisory Committee and Supervisors, along with related content, reflect the duties of the Supervisory Committee will be responsible by the Audit Committee of the Board and standardize certain clauses; and (3) bring the Articles in line with other requirements of the Listing Rules and applicable laws of Hong Kong (collectively the "Proposed Amendments").

In view of the number of Proposed Amendments, the Board proposes that the New Articles of Association, incorporated with all the Proposed Amendments, be adopted in substitution for and to the exclusion of the existing Articles of Association , which subject to the approval of the Shareholders by way of a special resolution at the forthcoming general meeting of the Company.

AMENDMENTS TO RELEVANT RULES OF PROCEDURES AND CERTAIN REGULATIONS AND SYSTEMS OF THE COMPANY

In accordance with the provisions of PRC Company Law, Securities Law, Shanghai Stock Exchange STAR Market Listing Rules, Administrative Measures for Independent Directors of Listed Companies, Shanghai Stock Exchange STAR Market Listed Companies Self-Regulatory Guidance No. 1—Standardized Operations, and other relevant laws, regulations, and normative documents, and in order to further improve the Company's governance structure and enhance standardized operations, the Company intends to revise and formulate certain regulations and systems based on its actual circumstances. The proposed amendments of the rules of the management of proceeds, the rules of the management of related party / connected transactions, the rules of the management of foreign investment, the rules of the management of external guarantee, the rules of the procedure for general meetings, the rules of the procedure for the Board of Directors and the working rules of the Independent Directors were reviewed and approved by the Board, which subject to the approval of the Shareholders by way of ordinary resolutions at the forthcoming general meeting of the Company.

A circular containing, among other things, details of the New Articles of Association, the relevant rules of procedures and certain regulations and systems, together with the notice of the general meeting will be despatched to the Shareholders in due course.

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

Shanghai, the PRC, 28 October 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*