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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 THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (the "**2025 second 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 Tuesday, 2 December 2025 at 1:30 p.m. for the following purposes:–

Ordinary Resolution

1. To consider and approve the proposal of utilization of the surplus funds raised from the A Share Offering and the income from cash management of fund raising and related interest income for permanent replenishment of working capital;

Special Resolution

2.01 To consider and approve the proposal of abolition of Supervisory Committee, proposed amendments to the Articles of Association and adoption of the New Articles of Association, and authorize the management or authorised representative of the Company to proceed with the filing registration of the New Articles of Association with the industrial and commercial registration authority;

Ordinary Resolution

2.02 To consider and approve the rules of the management of proceeds;

2.03 To consider and approve the rules of the management of connected/related party transactions;

2.04 To consider and approve the rules of the management of external investment;

2.05 To consider and approve the rules of the rules of the management of external guarantee;

2.06 To consider and approve the rules of the procedure for general meetings;

2.07 To consider and approve the rules of the procedure for the Board of Directors;

2.08 To consider and approve the working rules of the Independent Directors; and

3. To elect Mr. Zhang Yu Ming as an Independent Director of the Tenth Session of the Board.

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

Hong Kong, 14 November 2025

Notes:

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 2 December 2025 shall be entitled to attend the 2025 second 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 2025 second 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 2025 second 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 27 November 2025 to 2 December 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 2 December 2025 shall be entitled to attend the 2025 second EGM. To be qualified to attend the 2025 second 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 26 November 2025.

5. Shareholders or their proxies shall provide their identification documents when attending the 2025 second EGM. If corporate Shareholders appoint authorised representative to attend the 2025 second 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 2025 second EGM.

6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the 2025 second 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 2025 second 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 14 November 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*