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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) POLL RESULTS OF THE 2025 SECOND
EXTRAORDINARY GENERAL MEETING;
(2) CHANGE OF DIRECTORS; AND
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

POLL RESULTS OF THE 2025 SECOND EGM

The Board is pleased to announce that all the resolutions as set out in the 2025 second EGM Notice were duly passed by poll at the 2025 second EGM held on 2 December 2025.

CHANGE OF DIRECTORS

The proposal to appoint Mr. Zhang Yu Ming as Independent Director for the Tenth Session of the Board was approved by the Shareholders on the 2025 second EGM and effective from 2 December 2025.

Mr. Shen Mingjie has been appointed as the employee director of the Company's Tenth session of the Board since the amendments of the Articles of Association of the Company (including the provision for the addition of an employee director) were approved the Shareholders on the 2025 second EGM and effective from 2 December 2025.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from 2 December 2025, Mr. Hu Xue, an Independent Director, has been retired as the member of the Remuneration and Evaluation Committee of the Company; Mr. Zhang Yu Ming, an Independent Director, has been appointed as the member of the Strategy and Investment Committee of the Company; and Mr. Shen Mingjie, an employee director, has been appointed as the member of the Remuneration and Evaluation Committee and Environmental, Social and Governance Committee of the Company.

Reference is made to the announcement in relation to the circular (the "Circular") and the notice (the "2025 second EGM Notice") of the 2025 second Extraordinary General Meeting (the "2025 second EGM") both dated 14 November 2025 of Shanghai Fudan Microelectronics Group Company Limited* (上海復旦微電子集團股份有限公司) (the "Company"). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular and the 2025 second EGM Notice.

POLL RESULTS OF THE 2025 SECOND EGM

The Board is pleased to announce that all the resolutions as set out in the 2025 second EGM Notice were duly passed by poll at the 2025 second EGM held on 2 December 2025.

As at the date of the 2025 second EGM, the Company has a total of 821,427,300 Shares of RMB0.10 each in issue, which was the total number of Shares entitling the shareholders of the Company to attend and vote at the 2025 second EGM. No Shareholders were restricted from voting on any of the proposed resolutions at the 2025 second EGM.

BDO Limited was appointed by the Company as scrutineer for vote-taking. Two shareholder

representatives and one supervisor of the Company also participated in the vote-tabulation and acted as the scrutineer for vote-taking. Two lawyers from Shanghai Allbright Law Offices, the PRC legal advisor of the Company, witnessed the convening of the meeting, the procedures for holding the meeting and the voting results.

The followings are the poll results of the resolutions passed at the 2025 second EGM:

Ordinary resolution		Number of votes (approximately %)			Total votes
		For	Against	Abstained	
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	278,294,985 (99.9670%)	54,754 (0.0197%)	37,162 (0.0133%)	278,386,901
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	276,949,104 (99.4835%)	1,389,635 (0.4992%)	48,162 (0.0173%)	278,386,901
Ordinary resolutions					
2.02	To consider and approve the rules of the management of proceeds	245,392,298 (88.1479%)	32,945,041 (11.8343%)	49,562 (0.0178%)	278,386,901
2.03	To consider and approve the rules of the management of connected/related party transactions	248,564,600 (89.2875%)	29,771,739 (10.6944%)	50,562 (0.0181%)	278,386,901
2.04	To consider and approve the rules of the management of external investment	248,554,800 (89.2839%)	29,795,739 (10.7030%)	36,362 (0.0131%)	278,386,901
2.05	To consider and approve the rules of the management of external guarantee	248,554,800 (89.2839%)	29,795,739 (10.7030%)	36,362 (0.0131%)	278,386,901
2.06	To consider and approve the rules of the procedure for general meetings	248,579,400 (89.2928%)	29,771,139 (10.6941%)	36,362 (0.0131%)	278,386,901
2.07	To consider and approve the rules of the procedure for the Board of Directors	245,405,498 (88.1527%)	32,945,041 (11.8342%)	36,362 (0.0131%)	278,386,901
2.08	To consider and approve the working rules of the Independent Directors	246,251,729 (88.4567%)	32,085,810 (11.5256%)	49,362 (0.0177%)	278,386,901
3.	To elect Mr. Zhang Yu Ming as an Independent Director of the Tenth Session of the Board	278,274,372 (99.9596%)	55,067 (0.0198%)	57,462 (0.0206%)	278,386,901

* The full text of the Resolutions is set out in the Circular and 2025 second EGM Notice.

As more than 50% of the votes were casted in favour of the ordinary resolutions No. 1 and from No. 2.02 to No. 3 and more than two thirds of the votes were casted in favour of the special resolution No. 2.01, the above resolutions of the 2025 second EGM were duly passed as ordinary resolutions and special resolution of the Company respectively. Upon consideration and approval of the Shareholders at the 2025 second EGM, the Company will cease to maintain a Supervisory Committee or Supervisors. The Audit Committee of the Board will exercise the powers and functions of the

Supervisory Committee. Upon the amendments to the Articles of Association becoming effective, all incumbent Supervisors of the Company will be deemed to have resigned. The Company hereby expresses its sincere gratitude to all members of the Supervisory Committee for their outstanding contributions to the Company during their tenure.

Directors of the Tenth Session of the Board, namely, Mr. Zhang Wei, Mr. Shen Lei, Ms. Yan Na, Mr. Zhuang Qifei, Ms. Zhang Rui, Mr. Song Jiale, Ms. Shi Yanling, Ms. Wang Meijuan and Mr. Hu Xue have participated in the 2025 second EGM in person or by way of electronic means.

CHANGE OF DIRECTORS

Reference is made to the announcement (the “Announcement”) of the Company dated 10 November 2025 relating to the proposed appointment of Independent Director (the independent non-executive director) and employee director. The proposal to appoint Mr. Zhang Yu Ming as Independent Director for the Tenth Session of the Board was approved by the Shareholders on the 2025 second EGM and effective from 2 December 2025. Mr. Shen Mingjie has been appointed as the employee director of the Company's Tenth session of the Board since the amendments of the Articles of Association of the Company (including the provision for the addition of an employee director) were approved the Shareholders on the 2025 second EGM and effective from 2 December 2025. The Company entered into director service contracts with them with terms from 2 December 2025 to the date of the expiry of the Tenth session of the Board (tentatively 17 June 2028), thereafter unless terminated by a three months' prior written notice by either party and will be subject to retirement by rotation or re-election in accordance with the Articles of Association.

Mr. Zhang Yu Ming entitled to receive a director's emolument of RMB200,000 (before tax) per annum under the service agreement signed between the Company and Mr. Zhang Yu Ming. The emoluments of the Independent Director are determined by the remuneration and evaluation committee of the Company with reference to the time and effort devoted to the Company's affairs, their responsibilities, expertise and also with reference to the current range of fees for independent non-executive directors of listed companies. Mr. Shen Mingjie shall receive remuneration solely in respect of his role as a Fellow Engineer of the Company and shall not be entitled to any additional director's emolument.

Information regarding the appointment of the above-mentioned Independent Director and employee director has been set out in the Announcement and the Circular. Save for the disclosures above and in the Announcement and the Circular, as at the date of this announcement, Mr. Zhang Yu Ming and Mr. Shen Mingjie do not hold any directorship in any listed public company in Hong Kong or overseas in the last three years, do not hold any other position with the Company and other members of the Group, and have no relationship with any Directors, senior management, controlling shareholders or substantial shareholders of the Company. They had no personal interest in the Shares of the Company or any of the Company's associated corporations (within the meaning of Part XV of the SFO). There is no any other matters that need to be brought to the attention of the Shareholders nor is there any other information regarding the appointment of them required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules. They have not been subject to any punishment imposed by the CSRC and other relevant authorities or any penalty from stock exchanges.

The Company has received written annual confirmation from Mr. Zhang Yu Ming of his independence according to Rule 3.13 under the Listing Rules. The Board recognised that Mr. Zhang Yu Ming has meet the requirements of independence under the provisions of Rule 3.13 of the Listing Rules. Mr. Zhang Yu Ming did not and does not have any management role in the Group and has ability to provide an independent view on the Company's affairs during his tenure. Mr. Zhang Yu Ming has confirmed to the Company that (a) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (b) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect his independence at the time of appointment.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from 2 December 2025, Mr. Hu Xue, an Independent Director, has been retired as the member of the Remuneration and Evaluation Committee of the Company; Mr. Zhang Yu Ming, an Independent Director, has been appointed as the member of the Strategy and Investment Committee of the Company; and Mr. Shen Mingjie, an employee director, has been appointed as the member of the Remuneration and Evaluation Committee and Environmental, Social and Governance Committee of the Company.

Note regarding the Scope of Work of BDO Limited: The poll results were subject to scrutiny by BDO Limited, Certified Public Accountants (Practising), whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to BDO Limited. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

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

Shanghai, the PRC, 2 December 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, Mr. Hu Xue and Mr. Zhang Yu Ming; employee Director is Mr. Shen Mingjie.

** For identification purposes only*