THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you are in any doubt as to any aspect of about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Fudan Microelectronics Group Company Limited, you should at once had this circular and the accompanying confirmation slip and form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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) WORK REPORT OF THE BOARD OF 2025
(2) ANNUAL REPORT OF 2025
(3) PROFIT DISTRIBUTION PLAN OF 2025
(4) RE-APPOINTMENT OF OVERSEAS AND DOMESTIC AUDITOR AND INTERNAL CONTROL AUDITOR OF 2026
(5) REMUNERATION MANAGEMENT POLICY FOR DIRECTORS AND SENIOR MANAGEMENT
(6) REMUNERATION OF DIRECTORS OF 2026
(7) PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS AND SENIOR MANAGEMENT
(8) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
(9) GENERAL MANDATE TO ISSUE ADDITIONAL A SHARES AND/OR H SHARES
AND
(10) NOTICE OF ANNUAL GENERAL MEETING

Notice convening the AGM to be held at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the People's Republic of China at 1:30 p.m. on Friday, 22 May 2026 are set out on pages AGM-1 to AGM-2 of this circular.

Form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.fmsh.com). Whether or not you are able to attend and/or vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for convening the AGM.

27 April 2026

* *For identification purpose only*

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

Introduction 4

1. Work report of the Board of 2025 5
2. Annual report of 2025 5
3. Profit distribution plan of 2025 5
4. Re-appointment of overseas and domestic auditor and internal control auditor of 2026 6
5. Remuneration management policy for directors and senior management 6
6. Remuneration of directors of 2026 6
7. Purchase of liability insurance for directors and senior management 7
8. Proposed amendments to Articles of Association 8
9. General mandate to issue additional A Shares and/or H shares 8
10. Annual general meeting 10
11. Closure of register of members 10
12. Recommendation 10
13. Responsibility statement 10

APPENDIX 1 – Work report of the Board of 2025 . . . . . APP1-1

APPENDIX 2 – Remuneration management policy for directors and senior management APP2-1

APPENDIX 3 – Proposed amendments to Articles of Association APP3-1

NOTICE OF ANNUAL GENERAL MEETING AGM-1

"AGM"	the annual general meeting of the Company to be held at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the PRC on Friday, 22 May 2026 at 1:30 p.m.
"A Share(s)"	the ordinary share(s) of nominal value of RMB0.10 each of the Company which are subscribed for and traded in RMB which are listed on the Sci-Tech Innovation Board of Shanghai Stock Exchange
"Articles of Association"	the articles of association of the Company
"Board"	the board of Directors of the Company
"Company"	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 PRC and whose A shares are listed on the Sci-Tech Innovation Board and H shares are listed on the main board of the Stock Exchange
"Company Law"	the Company Law of the People's Republic of China
"Connected Person(s)"	has the meaning ascribed to it under the Listing Rules
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Directors"	the director(s) of the Company
"General Mandate"	the proposed general mandate to be granted to the Directors at the AGM to permit the allotment and issue of new Shares in the Company of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
"H Share(s)"	foreign invested share(s) of nominal value of RMB0.10 each in the capital of the Company which are listed on main board of the Stock Exchange and subscribed for in HK$
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Latest Practicable Date"	20 April 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"PRC"	the People's Republic of China
"SFO"	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
"Sci-Tech Innovation Board"	The Sci-Tech Innovation Board of the Shanghai Stock Exchange
"Share(s)"	A Shares and H Shares
"Shareholder(s)"	registered holder(s) of the Shares
"Shanghai Stock Exchange"	the Shanghai Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"RMB"	Renminbi, the lawful currency of the PRC
"%"	Percent

* *For identification purpose only*

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)

Executive Directors:
Mr. Zhang Wei *(Chairman and Managing Director)*
Mr. Shen Lei *(Deputy Managing Director)*

Non-executive Directors:
Ms. Yan Na
Mr. Zhuang Qifei
Ms. Zhang Rui
Mr. Song Jiale

Independent Non-executive Directors:
Ms. Shi Yanling
Ms. Wang Meijuan
Mr. Hu Xue
Mr. Zhang Yu Ming

Employee Director:
Mr. Shen Mingjie

Registered Office:
No. 220 Handan Road
Shanghai
The PRC

Principal Place of Business:
In the PRC:
Building 4, Lane 127, Guotai Road
Shanghai, the PRC

In Hong Kong:
Flat 6, 5/F., East Ocean Centre
98 Granville Road
Tsimshatsui East
Kowloon
Hong Kong

Dear Sir or Madam:

* *For identification purpose only*

(1) WORK REPORT OF THE BOARD OF 2025
(2) ANNUAL REPORT OF 2025
(3) PROFIT DISTRIBUTION PLAN OF 2025
(4) RE-APPOINTMENT OF OVERSEAS AND DOMESTIC AUDITOR AND INTERNAL CONTROL AUDITOR OF 2026
(5) REMUNERATION MANAGEMENT POLICY FOR DIRECTORS AND SENIOR MANAGEMENT
(6) REMUNERATION OF DIRECTORS OF 2026
(7) PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS AND SENIOR MANAGEMENT
(8) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
(9) GENERAL MANDATE TO ISSUE ADDITIONAL A SHARES AND/OR H SHARES
AND
(10) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with further information regarding the resolutions to be proposed at the forthcoming AGM.

At the AGM, resolutions will be proposed to consider approve, among others:

(1) Work report of the Board of 2025;

(2) Annual report of 2025;

(3) Profit distribution plan of 2025;

(4) Re-appointment of overseas and domestic auditor and internal control auditor of 2026;

(5) Remuneration management policy for directors and senior management;

(6) Remuneration of directors of 2026;

(7) Purchase of liability insurance for directors and senior management;

(8) Proposed amendments to Articles of Association;

(9) General mandate to issue additional A Shares and/or H shares; and

(10) to give you notice of AGM.

Details of the Resolutions:

(1) Work report of the Board of 2025

An ordinary resolution will be proposed at the AGM to pass the Work report of the Board of 2025. Full text of the Work Report of the Board of 2025 to be passed is set out in Appendix 1 to this circular.

(2) Annual report of 2025

Pursuant to the requirements according to the appropriate laws and provisions of the Company Law, the "Guidelines for the Standards for the Content and Form of Information Disclosure by Companies Publicly Offering Securities No. 2 – Content and Form of Annual Reports" released by the CSRC, the Rules for the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Listing Rules, the preparation of the Annual Report of 2025 and its summary was completed and consists of audited financial statements of 2025 and the auditor's report. An ordinary resolution will be proposed at the AGM to pass the Annual Report of 2025 and its summary.

(3) Profit distribution plan of 2025

The net profit attributable to shareholders of the parent company of 2025 amounted to RMB232,337,565.04 and the Company's reserves available for distribution at 31 December 2025 amounted to RMB3,869,445,775.80. The Company will base on the total share capital of the Company on the record date for 2025 dividend distribution. The profit distribution proposal is as follows:

The Company proposed a cash final dividend of RMB0.58 (tax inclusive) for every 10 shares, based on total share capital of 823,719,250 shares in issue as at the Latest Practicable Date, or a total proposed cash final dividend of RMB47,775,716.50 (tax inclusive) will be distributed and the cash final dividend represents 20.56% of the net profit attributable to shareholders of the parent company of 2025. If there is any changes to the Company's total share capital between the Latest Practicable Date and the record date for the payment of dividend, the proposed distribution amount per share will remain unchanged, whilst the total dividend amount will be adjusted accordingly and details of such adjustments will be announced separately. This profit distribution will not carry out any distribution by way of bonus shares or conversion of capital surplus into share capital.

Final dividend will be declared and calculated in RMB, dividend for holders of A Shares will be paid in RMB whereas dividend for holders of H Shares will be paid in Hong Kong dollars. The exchange rate of cash dividend for converting RMB into Hong Kong Dollars shall be determined by the rate of average benchmark exchange rate of RMB against HKD published by the People's Bank of China five business days before the date of announcement of payment of the distribution of dividend.

The aforementioned 2025 distribution plan was considered and approved at the Board meeting held on 27 March 2026 and will be put forward for approval at the AGM. The Company will publish further announcement on the arrangements for the distribution of the final dividend, including the record date for distribution of the dividend, the closure of the register of members and other relevant matters.

(4) Re-Appointment of overseas and domestic auditor and internal control auditor of 2026

Ernst & Young Hua Ming LLP ("Ernst & Young HM") is the Company's PRC auditor for 2025 and audited the Company's financial statements of 2025 in accordance with the PRC Accounting Standards for Enterprises; and also undertook the role of overseas auditor in accordance with the Listing Rules. During the term of office as auditor of the Company, Ernst & Young HM performed their duties in accordance with the requirements under laws and regulations as well as professional standards of independence, and impartiality presented their independent audit opinion, and also implemented works according to the provisions of the business contract.

In order to maintain the continuity and stability of the external audit of the Company, the Board proposed to re-appoint Ernst & Young HM as the overseas and domestic auditor of the Company and to provide audit services on internal control for 2026 for a term of one year with service fee RMB1,980,000, which RMB1,620,000 for audit fee and RMB360,000 for internal audit fee.

(5) Remuneration management policy for directors and senior management

To further standardise the remuneration management of the Company's directors and senior management, establish a scientific and effective incentive and accountability mechanism, ensure that the Company's directors and senior management fulfil their duties and obligations effectively, enhance the Company's operational and management efficiency, and better promote the Company's sound and sustainable development. Pursuant to the relevant laws, regulations and normative documents, including the Company Law of the People's Republic of China, the Guidelines on Corporate Governance for Listed Companies, the Listing Rules for the Sci-Tech Innovation Board, and the Listing Rules, as well as the provisions of the Articles of Association, and taking into account the Company's circumstances, the remuneration management policy for directors and senior management has been formulated. Details of which are set out in Appendix 2 to this circular.

The remuneration management policy for directors and senior management are subject to the approval of the Shareholders by way of ordinary resolution at the AGM.

(6) Remuneration of directors of 2026

I. Remuneration of directors of 2026

1. Executive Directors and Employee Director: directors' remuneration are determined in connection with their management positions and duties in the Company, remuneration comprise of fixed salaries and floating target;

2. Non-executive Director, Ms. Yan Na, entitled to an annual director's remuneration of RMB200,000 (before tax); Other Non-executive Directors are not entitled to any directors' remuneration;

3. In compliance with the regulatory provisions, the current Independent Non-executive Directors are entitled to an annual allowance of RMB200,000 (before tax);

II. Others

1. The remuneration stated above are pre-tax amounts (where value-added tax is applicable, it shall be borne by the Company); the Company will deduct and pay personal income tax, various social insurance contributions, housing provident fund contributions and other relevant charges in accordance with national and company regulations;

2. Where a director leaves the Company due to dismissal or resignation during their term of office, remuneration shall be calculated on the basis of their actual term of office and paid accordingly.

3. The Company will adjust any remuneration already paid prior to the effective of this scheme to ensure that remuneration is administered in accordance with this scheme.

The above resolution was abstained from voting by all Directors at the meetings of the Board on 27 March 2026 and is now presented to the AGM for approval.

(7) Purchase of liability insurance for directors and senior management

Pursuant to the requirements under the provisions of the "Code of Corporate Governance" released by the CSRS, directors and senior management should be covered with liability insurance. The Company will renew the insurance cover for a term of one year with extension to cover liabilities in respect of both the listings of H Shares and A Shares with a renewal premium not exceeding HK$200,000.

It is presented to the general meeting to authorise the Board and its authorised representatives, within the aforementioned premium amount and core scope of cover, to: select the insurance company; determine the limits of liability; set the total premium and other policy terms; select and appoint an insurance broker or other intermediary; sign the relevant legal documents and handle other matters relating to the taking out of the insurance; and, handle matters relating to renewal or re-insurance upon or prior to the expiry of the current liability insurance policy of directors and senior management.

(8) Proposed amendments to Articles of Association

In order to bring the Articles of Association in conjunction with the actual situation such as the change in share capital after the implementation of the A Share Restricted Share Incentive Scheme of the Company, the Board has proposed to make certain amendments to Articles of Association (the "Proposed Amendments"). The details of relevant Proposed Amendments are set out in the Appendix 3 to this circular.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM and the obtaining of any required approval or endorsement from, or registration with, the relevant regulatory authorities. It is also presented to the general meeting to authorise the Company's management to handle all specific matters relating to this proposed amendment to the Articles of Association, including but not limited to the procedures for registering changes with the relevant authorities and filing the amended Articles of Association.

(9) General Mandate to issue additional A Shares and/or H Shares

Pursuant to the requirements of the Listing Rules and the Article of Association, and in order to grasp market opportunities, ensure flexibility in issuing new shares and in line with the A+H listed company practices, the Board proposes to approve the grant of a general mandate to the Board by a special resolution at the AGM to authorize the Board to decide to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with new shares not exceeding 20% of the respective issued shares of A Shares and/or H Shares in issue at the date of the passing of such resolution at the AGM.

The proposed grant is according to usual practice of A+H shares companies, as of the Latest Practicable Date, the Board has no existing plan for issuing new shares pursuant to the general mandate.

Details of the General Mandate

The general mandate includes but not limited to:

1. Granting of an unconditional and general mandate to the Board (or the director(s) authorized by the Board) to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with additional shares in the share capital of the issued A shares and/or H shares and make or grant offers, agreements, or options in relation to such Shares during the relevant period (as defined below).

2. The number of additional shares of the A Shares and/or H Shares to be conditionally or unconditionally allotted by the Board (whether pursuant to the exercise of options or otherwise) shall not exceed:

    i) 20% of the number of issued shares of the existing A Shares issued as at the date of the passing of this resolution at the AGM; and/or

ii) 20% of the number of issued shares (excluding treasury shares) of the existing H Shares issued as at the date of the passing of this resolution at the AGM.

3. The Board be authorized to, when exercising its power under the general mandate, formulate and implement a detailed issuance plan, including but not limited to the class of the new shares to be issued, pricing mechanism and/or issuance price (including price range), number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to place shares to existing Shareholders.

4. The Board be authorized to engage intermediate agencies for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate, desirable or associated with the share issuances; approve and execute, on behalf of the Company, agreements related to share issuance, including but not limited to placing and underwriting agreement and engagement agreements of intermediate agencies.

5. The Board be authorized to approve and execute, on behalf of the Company, statutory documents in relation to share issuance to be submitted to regulatory authorities, to carry out relevant approval procedures as required by regulatory authorities and venues in which the Company is listed, and to complete all necessary filings, registrations and records with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable).

6. The Board be authorized to amend, as required by regulatory authorities within or outside the PRC, agreements and statutory documents referred to in (4) and (5) above.

7. The Board be authorized to increase the registered capital of the Company after share issuance, and to make corresponding amendments to the Articles of Association relating to the aggregate share capital and shareholdings, etc. and the Board be authorized to carry out the relevant procedures.

Validity Period of the General Mandate

The exercising of the mandate referred to above shall only be valid in the Relevant Period, except if the Board has made or granted offers, agreements or options during the Relevant Period in relation to the issuance of A Shares and/or H Shares, which may require further promotion or implementation after the Relevant Period. The "**Relevant Period**" refers to the period from the passing of this resolution as a special resolution at the AGM until whichever is the earliest of:

1. the conclusion of the 2026 annual general meeting of the Company;

2. the expiration of the 12-month period following the passing of this resolution as a special resolution at the AGM; and

3. the revocation or variation of the authority under this resolution by passing of a special resolution at a general meeting of the Company.

The exercising of the power granted under the abovementioned general mandate by the Board is subject to all the necessary approvals of the CSRC and/or the relevant authorities of the PRC and in accordance with the Company Law and the relevant requirements under the Listing Rules.

At the same time, if the above resolution is passed at the AGM and unless otherwise required by applicable laws, the Board is authorized to sign, execute, modify, complete, and submit all agreements, contracts and documents relating to the allotment, issuance and disposal of shares under the General Mandate.

The above resolution was considered and approved by the Board on 27 March 2026, and is hereby submitted to the AGM for its consideration and approval by way of a special resolution.

(10) Annual general meeting

A notice convening the AGM is set out in pages AGM-1 to AGM-2 to this circular.

All of the resolutions set out in the notice of AGM will be voted by poll.

Under Rule 14A.36 of the Listing Rules, any shareholder who has a material interest in the transaction must abstain from voting on the resolution. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

(11) Closure of register of members

For the purpose of AGM, the Register of Members of H Shares of the Company will be closed from 18 May 2026 to 22 May 2026 (both days inclusive) and during which no transfer of H Shares will be effected.

For holders of H Shares whose names appear on the Register of Members of the Company as at 22 May 2026 shall be entitled to attend the AGM. To be qualified to attend the AGM, all transfers of H Shares accompanied by the relevant share certificates must be lodged at the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 15 May 2026.

(12) Recommendation

The Directors consider that the above proposals are in the best interests of the Company and its shareholders and, accordingly, recommend that all Shareholders to vote in favour of the above proposed resolutions in the AGM.

(13) Responsibility statement

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, confirm that to the best

of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

Shanghai, the PRC, 27 April 2026

* *For identification purpose only*

WORK REPORT OF THE BOARD OF 2025

In 2025, the Board of Directors of Shanghai Fudan Microelectronics Group Company Limited (the "Company" or "Fudan Microelectronics") earnestly performed the duties of the Board of Directors granted by shareholders, and carried out various tasks diligently and responsibly in strict accordance with provisions of the Company Law, the Securities Law, the Rules Governing the Listing of Stock on Sci-Tech Innovation Board of Shanghai Stock Exchange (the "Sci-Tech Innovation Board Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Articles of Association, the Rules of Procedures of the Board of Directors and other relevant laws and regulations, regulatory documents and corporate rules, which promoted sustainable, healthy and stable development of the Company. The major work of the Board in 2025 is hereby reported below:

I. MAJOR BUSINESS OPERATIONS OF THE COMPANY IN YEAR 2025

During the year 2025, the Group achieved revenue of approximately RMB3,982 million, representing an increase of 10.92% when compared with last year; comprehensive gross profit margin was 56.19%; net profit attributable to shareholders of the parent company of approximately RMB232 million.

During the reporting period, the semiconductor industry exhibited obvious structural divergence in market conditions, with significant variations in downstream application demand. FPGA products demonstrate strong applicability across wired and wireless communications, satellite communications, industrial control, artificial intelligence, and high-reliability sectors. The Company achieved revenue growth with the competitive strength of the Company's FPGA products. Performance varied across sub-segments of the security and identification chips market, with overall revenue showing modest growth driven by RFID and sensor chips. The non-volatile memory market was fiercely competitive, with revenue declined during the year. Benefited from sound market positioning and consistent product quality, sales of MCU chips experienced rapid growth by year across the automotive and white goods sectors. The Company achieved overall revenue growth, maintained stable gross profit margins, and recorded an increase of gross profit.

II. DAILY WORK OF THE BOARD IN 2025

(1) Convening of Board Meetings

During the reporting period, the Company's Board of Directors completed the change of term and, in accordance with the provisions of the amended Companies Act and relevant regulatory requirements, completed the revision of the Articles of Association and a series of corporate policies.

The Company conducts the daily business of the Board of Directors in accordance with laws, regulations, normative documents and the relevant provisions of the Articles of Association and the Rules of Procedure of the Board of Directors. The Company currently has 11 directors, comprising 2 executive directors, 4 non-executive directors, 4 independent non-executive directors and 1 employee director.

During the reporting period, the Company convened ten Board meetings in total, the meetings of the Board were held as follows:

Session of meeting	Date of meeting	Meeting resolution
The 21st Meeting of the 9th session of the Board	25/3/2025	1. resolution on the 2024 work report of the board of directors 2. resolution on the 2024 annual report of the general manager 3. resolution on the 2024 annual financial statements 4. resolution on the company's 2024 annual report and summary 5. resolution on the 2024 internal control evaluation report 6. resolution on the 2024 environmental, social and governance report 7. resolution on the 2024 profit distribution plan 8. resolution for a special report on the deposit and use of raised funds for the 2024 financial year 9. resolution on the reappointment of the company's domestic and overseas auditors and internal control auditors for the 2025 financial year 10. resolution on the remuneration scheme for directors and supervisory board members for the 2025 financial year 11. resolution regarding the 2025 remuneration package for senior management 12. resolution regarding the taking out of directors', supervisors' and senior management liability insurance 13. resolution regarding the application for a comprehensive credit facility for the 2025 financial year 14. resolution on the establishment of a market capitalisation management system 15. resolution on the annual assessment report for the 2024 'quality improvement, efficiency enhancement and return on investment' action plan and the 2025 'quality improvement, efficiency enhancement and return on investment' special action plan 16. resolution on the special report regarding the self-assessment of the independence of independent directors 17. resolution on the report on the assessment of the performance of accounting firms

Session of meeting	Date of meeting	Meeting resolution
		18. resolution regarding the company's provision for impairment of assets for the 2024 financial year 19. resolution to convene the 2024 annual general meeting Matters requiring consideration in accordance with the rules of the Hong Kong stock exchange 1. to deliberate and consider the establishment of a record date for H shares, and to set 2 June 2025 as the record date 2. to deliberate and consider the registration of transfers of H shares will be closed from 28 May 2025 to 2 June 2025 (both dates inclusive). 3. shareholder circular 4. review the implementation and effectiveness of the shareholder communications policy 5. change of address of the H-share registrar 6. regarding the change of authorised signatories at the H-share registrar for the company's dividend accounts 7. resolution for a general mandate to issue new shares
The 22nd Meeting of the 9th session of the Board	28/4/2025	1. regarding the resolution on the first-quarter report for 2025 H-Share Special: 1. consideration and amendment of the record date for H-shares 2. consideration and amendment of the closure of share registration for H-shares
The 23rd Meeting of the 9th session of the Board	30/5/2025	1. resolution regarding the election of the new board of directors and the nomination of candidates for non-independent directors of the tenth board of directors 2. resolution concerning the election of the new board of directors and the nomination of candidates for independent directors of the tenth board of directors 3. resolution regarding the postponement of the 2024 annual general meeting H-Share Special: 1. consideration and amendment of the record date for H-shares 2. consideration and amendment of the closure of share registration for H-shares

Session of meeting	Date of meeting	Meeting resolution
		3. supplementary announcement regarding the election of directors to the tenth board of directors of the H-shares, the rotation of directors and the postponement of the general meeting
The 1st Meeting of the 10th session of the Board	18/6/2025	1. resolution regarding the election of the chairman of the company's 10th session of board of directors 2. resolution regarding the composition of the various special committees of the company's 10th session of board of directors 3. resolution regarding the appointment of the company's managing director 4. resolution regarding the appointment of senior management 5. resolution regarding the appointment of the Company's secretary of the board H-Share Special: 1. appointment of Mr. Zhang Wei as an authorised representative within the meaning of Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong 2. H-share Announcement dated 18 June 2025 3. announcement for the payment of the 2024 final dividend on H shares
The 2nd Meeting of the 10th session of the Board	28/7/2025	1. resolution to increase the daily transaction limit for related-party transactions with Fudan Communications 2. resolution regarding routine related-party transactions with Shanghai Huahong (Group) Co., Ltd. 3. resolution to convene the first extraordinary general meeting of 2025
The 3rd Meeting of the 10th session of the Board	27/8/2025	1. resolution regarding the 2025 interim report and summary 2. resolution regarding the use of the unallocated portion of the funds raised through the initial public offering and the permanent allocation of any remaining oversubscription proceeds 3. resolution on the use of idle owned funds for entrusted asset management 4. resolution regarding the company's provision for impairment of assets for the first half of 2025

Session of meeting	Date of meeting	Meeting resolution
		5. resolution on the special report regarding the deposit and actual use of raised funds for the first half of 2025 6. resolution on the mid-year assessment report for the 2025 'quality improvement, efficiency enhancement and return on investment' action plan
The 4th Meeting of the 10th session of the Board	28/10/2025	1. regarding the resolution on the 2025 third quarter report 2. resolution regarding the abolition of the board of supervisors, the alteration of the registered capital, the amendment of the articles of association, and certain governance regulations 3. resolution regarding the appointment of senior management 4. resolution regarding the appointment of a securities representative 5. resolution regarding the nomination of candidates for independent directors of the 10th session of the board of directors 6. resolution regarding the convening of the second extraordinary general meeting of shareholders for the year 2025
The 5th Meeting of the 10th session of the Board	10/11/2025	1. resolution regarding the nomination of candidates for independent directors of the 10th session of the board of directors 2. resolution on the adoption of the rules of procedure for the general manager and the general manager's executive committee
The 6th Meeting of the 10th session of the Board	2/12/2025	resolution regarding the reorganisation of the board's specialist committees
The 7th Meeting of the 10th session of the Board	30/12/2025	1. resolution regarding the vesting of the fourth vesting period for the initial grant under the company's 2021 restricted share incentive scheme 2. resolution regarding the vesting of the third vesting period for the reserved allocation under the company's 2021 restricted share incentive scheme 3. resolution regarding the cancellation of certain granted but unvested restricted shares

Session of meeting	Date of meeting	Meeting resolution
		4. resolution to adjust the grant price of the 2021 restricted share incentive scheme

(2) Performance of Duties of Directors

Name of director	Independent directors or not	Attendance of board meeting						General meetings attendance
		No. of board meetings required to attend	Attendance in person	Attendance by telecommunication	Times of attendance by proxy	Absences	Failure to attend the meeting in person on two consecutive occasions	No. of General meetings attended
Zhang Wei	No	7	7	3	0	0	No	2
Shen Lei	No	10	10	3	0	0	No	3
Yan Na	No	10	10	5	0	0	No	3
Zhuang Qifei	No	10	10	5	0	0	No	3
Zhang Rui	No	10	10	8	0	0	No	3
Song Jiale	No	10	10	6	0	0	No	3
Shi Yanling	Yes	7	7	3	0	0	No	2
Wang Meijuan	Yes	7	7	4	0	0	No	2
Hu Xue	Yes	7	7	3	0	0	No	2
Zhang Yu Ming	Yes	2	2	1	0	0	No	1
Shen Mingjie	No	2	2	1	0	0	No	1
Jiang Guoxing	No	3	3	0	0	0	No	1
Shi Lei	No	3	3	1	0	0	No	1
Yu Jun	No	3	3	0	0	0	No	1
Cao Zhongyong	Yes	3	3	1	0	0	No	1
Cai Minyong	Yes	3	3	0	0	0	No	1
Wang Pin	Yes	3	3	0	0	0	No	1
Zou Fuwen	Yes	3	3	0	0	0	No	0

During the reporting period, no directors failed to attend board meetings for two consecutive times;

During the reporting period, the Company's independent non-executive directors raised objections to the following matters: The Company convened the 23rd meeting of the 9th session of the Board of Directors on 30 May 2025 to consider the 'Resolution on the Election of the New Board of Directors and the Nomination of Candidates for Non-Independent

Directors of the 10th session of the Board of Directors', the "Resolution on the Re-election of the Board of Directors and the Nomination of Candidates for Independent Directors of the 10th session of the Board of Directors", the "Resolution on the Postponement of the 2024 Annual General Meeting of Shareholders" and the H-share proposals. All resolutions were passed by a majority vote of the directors present. The relevant directors have fulfilled their disclosure obligations regarding the specific details of their objections to the matters in question (reasons for opposition and abstention). For further details, please refer to the Company's announcement on the 23rd Meeting of the 9th session of the Board of Directors (Announcement No. 2025-019) disclosed on 31 May 2025.

(3) Performance of Duties of Special Committees under the Board

In accordance with the Company Law, the Guidelines for Corporate Governance of Listed Companies issued by China Securities Regulatory Commission, Sci-Tech Innovation Board Listing Rules and Hong Kong Listing Rules and other regulations, the Company has formulated the working rules of each special committee under the Board of Directors, and the establishment and composition, responsibilities and permissions, decision-making procedures and rules of procedures of each special committee are clearly stipulated. Details are as follows:

(1) Members of special committees under the Board

Special committee	**Name of member**
Audit Committee	Wang Meijuan (Chairman), Shi Yanling, Hu Xue
Nomination Committee	Hu Xue (Chairman), Shi Yanling, Yan Na
Remuneration and Evaluation Committee	Shi Yanling (Chairman), Wang Meijuan, Shen Mingjie
Strategic and Investment Committee	Zhang Wei (Chairman), Shen Lei, Zhang Rui, Shi Yanling, Zhang Yu Ming
ESG Committee	Zhang Wei (Chairman), Shen Lei, Wang Meijuan, Shen Mingjie

(2) The Audit Committee held 6 meetings during the Reporting Period

Date of convention	Meeting content	Major opinions and suggestions	Other aspects of the performance of duties
24/3/2025	2025 First Meeting of the Audit Committee of the Ninth session of the Board	Pursuant to the H Share related Rules, the following issues have been discussed: 1. Audited consolidated results report for the year ended 31 December 2024 2. Discussion with the auditor on audit fees, issues arising from the audit process and matters requiring attention 3. Preliminary results announcement for the year ended 31 December 2024 (H Shares) 4. Risk Management and Internal Control System Pursuant to the A and H Share related Rules, the following issues have been discussed: 1. Matters relating to the 2024 Annual Report and its Summary 2. Report on the 2024 Final Annual Report 3. Re-appointment of the Company's Internal and External Auditor and Internal Control Auditor for the year 2025 4. Matters relating to the verification of the deposit and actual use of proceeds in 2024 5. Matters relating to the 2024 Internal Control Self-Assessment Report and Internal Control Audit Report 6. Related to the provision for impairment of assets All members reviewed the Committee's work for the 2024 financial year and its supervision of the auditors' performance, and authorised the Company's Board Secretary to publish the 2024 Audit Committee Performance Report on the official website of the Shanghai Stock Exchange.	

Date of convention	Meeting content	Major opinions and suggestions	Other aspects of the performance of duties
27/4/2025	2025 Second Meeting of the Audit Committee of the Ninth session of the Board	Unaudited consolidated results for the first quarter ended 31 March 2025	
18/6/2025	2025 First Meeting of the Audit Committee of the Tenth session of the Board	Qualifications for the position of Chief Financial Officer	
25/8/2025	2025 Second Meeting of the Audit Committee of the Tenth session of the Board	Unaudited consolidated results for the half year ended 30 June 2025	
24/10/2025	2025 Third Meeting of the Audit Committee of the Tenth session of the Board	Unaudited consolidated results for the third quarter ended 30 September 2025	
18/12/2025	2025 Fourth Meeting of the Audit Committee of the Tenth session of the Board		To hear a presentation from the external auditors, Ernst & Young, on the summary of the Group's preliminary audit for the 2025 financial year and the arrangements for the annual audit

(3) The Nomination Committee held 5 meetings during the Reporting Period

Date of convention	Meeting content	Major opinions and suggestions	Other aspects of the performance of duties
24/3/2025	2025 First Meeting of the Nomination Committee of the Ninth session of the Board	1. To review the structure, size and composition of the current Board of Directors 2. Assess the independence of independent non-executive directors	
30/5/2025	2025 Second Meeting of the Nomination Committee of the Ninth session of the Board	1. Assess the eligibility of candidates for the board of directors 2. Assess the eligibility of candidates for independent directors	
18/6/2025	2025 First Meeting of the Nomination Committee of the Tenth session of the Board	1. Assess the suitability of candidates for the position of General Manager 2. Regarding the redesignation of Mr. Zhang Wei from non-executive director to executive director 3. Assess the eligibility of other senior management positions	
28/10/2025	2025 Second Meeting of the Nomination Committee of the Tenth session of the Board	Assess the eligibility of independent director	
10/11/2025	2025 Third Meeting of the Nomination Committee of the Tenth session of the Board	Assess the eligibility of senior management	

(4) The Remuneration and Evaluation Committee held 6 meetings during the Reporting Period

Date of convention	Meeting content	Major opinions and suggestions	Other aspects of the performance of duties
24/3/2025	2025 First Meeting of the Remuneration and Evaluation Committee of the Ninth session of the Board	1. Review of the implementation of remuneration/allowances for directors, supervisors and senior management of the Company for year 2024 2. Approval of the remuneration/ allowance package for directors and supervisors of the Company for year 2025 3. Approval of the remuneration package for senior management of the Company for year 2025	
30/5/2025	2025 Second Meeting of the Remuneration and Evaluation Committee of the Ninth session of the Board	To consider the remuneration package for director candidates following their appointment to the 10th session of the Board of Directors	
18/6/2025	2025 First Meeting of the Remuneration and Evaluation Committee of the Tenth session of the Board	To consider the remuneration package for senior management proposed for appointment by the 10th session of the Board of Directors	
28/10/2025	2025 Second Meeting of the Remuneration and Evaluation Committee of the Tenth session of the Board	To consider the remuneration package for candidates for the position of independent director	
10/11/2025	2025 Third Meeting of the Remuneration and Evaluation Committee of the Tenth session of the Board	To consider the remuneration package for candidates for senior management	

Date of convention	Meeting content	Major opinions and suggestions	Other aspects of the performance of duties
30/12/2025	2025 Fourth Meeting of the Remuneration and Evaluation Committee of the Tenth session of the Board	To consider the remuneration package for candidates for the position of independent director	

(5) The Strategic and Investment Committee held 2 meeting during the Reporting Period

Date of convention	Meeting content	Major opinions and suggestions	Other aspects of the performance of duties
25/3/2025	2025 First Meeting of the Strategic and Investment Committee of the Ninth session of the Board	Review the Company's investment project	
28/10/2025	2025 First Meeting of the Strategic and Investment Committee of the Tenth session of the Board	Discussion of the company's measures to address the uncertain external environment recently	

(6) The ESG Committee held 1 meeting during the Reporting Period

Date of convention	Meeting content	Major opinions and suggestions	Other aspects of the performance of duties
24/3/2025	2025 First Meeting of the Environmental, Social and Governance Committee of the Ninth session of the Board	Review and approve the 2024 ESG report	

(4) Performance of Duties by Independent Non-executive Director

In 2025, the independent non-executive Directors of the Company performed their duties faithfully and diligently, attended relevant meetings actively, reviewed various resolutions of the Board of Directors carefully, and made objective and fair judgments and expressed independent opinions on the Company's financial reports, connected transactions, corporate governance, equity incentives, and replacement of directors and supervisors, which gave full play to the role of independent directors and safeguarded the overall interests of the Company and the interests of all shareholders.

The Board of Directors of the Company conducted a special review of the independence of the Independent Non-Executive Directors for the year 2025 at Board Meeting.

(5) Information Disclosure and Transparency

The Company disclosed relevant information in a true, accurate, complete, and timely manner in strict accordance with laws, regulations, Articles of Association and the listing rules of Shanghai and Hong Kong to offer equal access to information on the Company for all shareholders and other stakeholders.

(6) Information Disclosure and Transparency

In accordance with the Registration and Management Rules for Insiders and other relevant Rules, the Company strives to keep insiders to a minimum, strengthens the confidentiality of insider information, and improves the registration and management of insiders. The directors, supervisors and senior management and other relevant personnel of the Company can strictly abide by the confidentiality obligations during the preparation of regular reports and temporary announcements and during the planning of major events.

III. WORK PLAN FOR THE YEAR 2026

In 2026, the Board of Directors and its members will continue to fully fulfil the Board's functions, discharge their duties with the utmost diligence, leverage their professional expertise to drive the implementation of strategic initiatives, and promote the standardised, professional and efficient conduct of the Board's daily operations.

With regard to daily governance and compliant operations, the Board will adhere to capital market regulatory requirements strictly, refine the corporate governance framework continuously, and enhance the standard of compliant operations comprehensively. We shall strictly comply with national laws and regulations, regulatory requirements and the provisions of the Articles of Association, and shall faithfully and diligently fulfil our disclosure obligations to ensure that information is disclosed in a timely, truthful, accurate and complete manner. We will continue to enhance our investor relations management, establish diverse and efficient communication channels, proactively share updates on the Company's operations and its growth potential, safeguard investors' rights to information and participation, and foster a reputation in the capital markets as a compliant, transparent and sound organisation.

SHANGHAI FUDAN MICROELECTRONICS GROUP COMPANY LIMITED REMUNERATION MANAGEMENT POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

Chapter 1: General Provisions

Article 1 To further standardise the remuneration management of directors and senior management of Shanghai Fudan Microelectronics Group Co., Ltd. (hereinafter referred to as the "Company"), establish a scientific and effective incentive and accountability mechanism, ensure that the Company's directors and senior management effectively fulfil their duties and obligations, enhance the efficiency of the Company's operations and management, and better promote the Company's healthy and sustainable development. This policy is formulated in accordance with the relevant laws, regulations and normative documents, including the Company Law of the People's Republic of China, the Guidelines on Corporate Governance for Listed Companies, the Listing Rules for the STAR Market of the Shanghai Stock Exchange, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as the provisions of the Company's Articles of Association, and taking into account the Company's actual circumstances.

Article 2 This policy applies to directors and senior management as defined in the Articles of Association.

Article 3 The company's remuneration management adheres to the following principles:

(I) The principle of distribution according to work, combined with the principles of responsibility, authority and rights;

(II) The principle of aligning individual income levels with company performance and the prevailing market remuneration environment;

(III) The principle of clear rewards and penalties, combining incentives with constraints.

The Company will use the previous year's total wage as a reference and, taking into account the Company's development strategy, annual operational targets and financial performance, will determine the total wage budget for the current year in a reasonable manner, having comprehensively considered factors such as the return on investment in human resources and market benchmarks for wage levels.

The remuneration of the Company's directors and senior management should be based on the total wage bill of the previous financial year, be in line with market developments, be commensurate with the Company's operational performance and individual performance, and be consistent with the Company's sustainable development.

Chapter 2: Remuneration management system

Article 4 The Company's general meeting of shareholders is responsible for reviewing the remuneration standards for directors; remuneration schemes for senior management must be approved by the board of directors and explained to the general meeting of shareholders, and fully disclosed.

Article 5 The Remuneration and Evaluation Committee of the Company's Board of Directors (hereinafter referred to as the "Remuneration and Evaluation Committee"), acting under the authority of the Board, is responsible for formulating annual remuneration standards and schemes for directors and senior management; for reviewing the performance of directors and senior management in the discharge of their duties and conducting annual performance appraisals; and for overseeing the implementation of remuneration management policy following their approval by the Board and the General Meeting of Shareholders.

A director shall recuse themselves when the Board of Directors or the Remuneration and Evaluation Committee evaluates that director or discusses their remuneration.

Article 6 The Company's Human Resources and Finance departments shall cooperate with the Remuneration and Evaluation Committee in carrying out the specific tasks required under this policy.

Chapter 3: Remuneration Standards and Structure

Article 7 Non-executive directors and independent non-executive directors of the Company receive a fixed director's allowance, which is paid on a monthly basis following approval by the general meeting of shareholders; as non-executive directors do not hold specific positions within the Company, they do not, in principle, receive remuneration from the Company, nor are they entitled to allowances or benefits, nor do they participate in internal performance appraisals linked to remuneration. Travel expenses incurred in attending the Company's board meetings and general meetings, as well as other expenses necessary for the exercise of duties in accordance with the Articles of Association, shall be borne by the Company.

Article 8 Executive directors of the Company shall be remunerated in accordance with the remuneration policies applicable to the senior management or other positions they hold within the Company, and shall not receive any separate directors' remuneration or allowances. Employee directors shall receive remuneration in accordance with the actual roles they hold within the Company and shall not receive any separate directors' remuneration or allowances.

Article 9 The remuneration of executive directors (including employee director) and senior management holding positions within the Company primarily comprises basic remuneration, performance related remuneration and medium to long-term incentive income. In principle, performance related remuneration should account for no less than 50% of the total remuneration comprising basic remuneration and performance related remuneration; the specific proportion is determined according to the nature of the role.

(I) Basic remuneration: Determined on the basis of factors such as the value of the role, responsibilities, skills and market rates, this constitutes the annual basic remuneration;

(II) Performance related remuneration: Linked to the Company's monthly and annual business targets and performance, and paid out based on the results of the current assessment period;

(III) Medium to long-term incentive income: This refers to income linked to the results of medium to long-term performance appraisals, serving as a reward for medium to long-term business performance and contributions. It includes, but is not limited to, equity, share options, employee share ownership

schemes, and other special medium to long-term bonuses, incentives or rewards granted by the Company in accordance with actual circumstances. The Company shall formulate incentive schemes based on actual circumstances.

Chapter 4: Payment of remuneration

Article 10 Allowances for non-executive directors and independent non-executive directors shall be paid on a monthly basis; the basic remuneration of executive directors (including employee director) and senior management shall be paid on a monthly basis, whilst performance related remuneration shall be paid in accordance with the assessment cycle.

The annual performance appraisal period is 1 January to 31 December for each year.

Article 11 All allowances and remuneration paid to directors and senior management are gross amounts. The Company will deduct the following items from their salaries and bonuses in accordance with relevant national and company regulations, and pay the remaining amount to the individuals concerned.

Matters relating to the Company's withholding and remittance of taxes include, but are not limited to, the following:

(I) Personal income tax;

(II) Where VAT is applicable, the Company will pay on behalf;

(III) the portion of various social insurance contributions and similar costs borne by the individual;

(IV) Any other amounts stipulated by the state or the Company that are to be borne by the individual.

Article 12 If any of the following circumstances arise during the term of office of a director or senior executive of the Company, the Board of Directors shall decide to reduce or withhold the payment of their performance related remuneration or allowances:

(I) who has been publicly reprimanded by a stock exchange or declared to be an unsuitable person;

(II) has been subject to administrative penalties by the China Securities Regulatory Commission (hereinafter referred to as "CSRC") for serious violations of laws and regulations;

(III) where the Company has suffered significant losses as a result of poor business decisions;

(IV) Other circumstances deemed by the Company's board of directors to constitute a serious breach of the Company's relevant regulations.

Chapter 5: Payment and Recovery of Overpayments

Article 13 The determination and payment of performance related remuneration and medium to long-term incentive income for executive directors (including employee directors) and senior management of the Company shall be based primarily on performance appraisals.

The Company should stipulate that a certain proportion of the performance related remuneration of executive directors (including employee directors) and senior management is to be paid following the disclosure of the annual report and the performance appraisal; such performance appraisals should be conducted on the basis of audited financial data.

Article 14 Where directors or senior management leave office due to a change of term, re-election or resignation during their term of office, their remuneration shall be calculated and paid based on their actual term of office and actual performance. However, in any of the following circumstances, the Company shall not pay such remuneration, and the Remuneration and Evaluation Committee shall assess whether it is necessary to initiate recovery proceedings in respect of the performance related remuneration of the specific director or senior executive:

(I) serious dereliction of duty or abuse of power;

(II) who has been publicly reprimanded by the CSRC or a stock exchange for serious violations of laws or regulations, declared unsuitable to serve in a relevant capacity at a listed company, or penalised by the competent authorities of the securities sector or other relevant departments;

(III) seriously prejudices the interests of the Company;

(IV) Other circumstances deemed by the Company's board of directors to constitute a serious breach of the Company's relevant regulations.

Article 15 Where the Company restates its financial reports retrospectively due to a material accounting error, it shall promptly reassess the performance related remuneration and medium to long-term incentive income of the relevant directors and senior management, and recover any excess amounts paid.

Where directors or senior management breach their duties and cause loss to the Company, or are at fault for illegal or non-compliant conduct such as financial fraud, misappropriation of funds or unauthorised guarantees, the Company shall, depending on the severity of the circumstances, reduce or suspend the payment of outstanding performance related remuneration and medium to long-term incentive income, and recover all or part of the performance related remuneration and medium to long-term incentive income already paid during the period in which the relevant conduct occurred.

Article 16 Any provisions in the Articles of Association or relevant contracts concerning compensation for the early termination of the appointments of directors or senior management must comply with the principle of fairness, must not prejudice the Company's legitimate rights and interests, and must not constitute a transfer of benefits.

Chapter 6: Adjustment of remuneration

Article 17 The remuneration system should serve the Company's business strategy and be adjusted in line with changes in the Company's operating conditions to meet its future development needs.

Article 18 The basis for adjustments to the remuneration of the Company's directors and senior management is as follows:

(I) Industry remuneration levels: Collect market remuneration reports or publicly available remuneration data annually to serve as a reference for the Company's remuneration adjustments;

(II) Inflation rate: The inflation rate is used as a benchmark for the Company's remuneration adjustments, with the aim of ensuring that the real purchasing power of salaries is maintained;

(III) The financial position of the Company;

(IV) Organisational restructuring; changes to roles and responsibilities.

Article 19 經公司薪酬與考核委員會提議,並經董事會審批，可以臨時性的為專門事項設立專項獎勵或懲罰，作為對在公司任職的執行董事(含職工代表董事)、高級管理人員的薪酬的補充。Upon the recommendation of the Company's Remuneration and Evaluation Committee and subject to the approval of the Board of Directors, special incentives or penalties may be established on an ad hoc basis for specific matters, to serve as a supplement to the remuneration of executive directors (including employee directors) and senior management of the Company.

Chapter 7: Supplementary

Article 20 Any matters not covered by this policy shall be governed by the relevant laws, regulations, normative documents of the State and the provisions of the Articles of Association; should this policy conflict with any laws, regulations or normative documents subsequently enacted by the State, or with the Articles of Association as amended through lawful procedures, the relevant laws, regulations, normative documents of the State and the provisions of the Articles of Association shall prevail, and this policy shall be amended immediately. Such amendments shall be submitted to the Shareholders' Meeting for consideration and approval following deliberation by the Board of Directors.

Article 21 This policy shall come into effect upon approval by the Company's general meeting of shareholders and shall be implemented from the date of such approval.

Article 22 The Board of Directors of the Company shall be responsible for interpreting this policy.

This Appendix 3 sets out the existing Articles of Association and proposed amendments thereto for the purpose of information. The terms used here in this Appendix 3 shall have the same meanings as defined in the Articles of Association.

The English version in this Appendix 3 is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

No.	Article	Before Amendments	After Amendments
1.	**Article 16**	The registered capital of the Company is RMB82,142,730. The registered capital of the Company must be approved by the approval department of the Company and registered with the industrial and commercial administration. The total share capital of the Company is 821,427,300 shares, with a capital structure of 537,097,300 Onshore-Listed Domestic-Invested Shares and 284,330,000 Overseas-Listed Foreign-Invested Shares.	The registered capital of the Company is RMB82,371,925. The registered capital of the Company must be approved by the approval department of the Company and registered with the industrial and commercial administration. The total share capital of the Company is 823,719,250 shares, with a capital structure of 539,389,250 Onshore-Listed Domestic-Invested Shares and 284,330,000 Overseas-Listed Foreign-Invested Shares.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") 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, 22 May 2026 at 1:30 p.m. for the following purposes:–

ORDINARY RESOLUTIONS

1. To consider and approve the Work report of the Board of 2025;

2. To consider and approve the Annual report of 2025;

3. To consider and approve the profit distribution plan of 2025;

4. To consider and approve the re-appointment of overseas and domestic auditor and internal control auditor of 2026;

5. To consider and approve the remuneration management policy for directors and senior management;

6. To consider and approve the remuneration of directors of 2026;

7. To consider and approve the purchase of liability insurance for directors and senior management;

SPECIAL RESOLUTIONS

8. To consider and approve the Proposed Amendments to Articles of Association;

9. To consider and approve the General Mandate to issue additional A Shares and/or H Shares.

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

Shanghai, the PRC, 27 April 2026

* *For identification purpose only*

Notes:

1. Persons who hold H Shares of the Company and whose names appear on the Register of Members of the Company as at 22 May 2026 shall be entitled to attend the AGM. 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 AGM 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 48 hours before the time appointed for the holding of the AGM at the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC (for holders of A Shares) 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 holders of H Shares) as stipulated in the proxy form.

4. For holders of H Shares, the Register of Members of H Shares of the Company will be closed from 18 May 2026 to 22 May 2026 (both dates inclusive) during which period no transfer of H Shares will be registered. To be qualified to attend the AGM, 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 15 May 2026.

5. Shareholders or their proxies shall provide their identification documents when attending the AGM. If corporate Shareholders appoint authorized representative to attend the AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized 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 AGM.

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

7. Shareholders attending the AGM 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 this circular and appendix 1 to 3 of this circular.

* *For identification purpose only*