THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution 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 hand this circular together with the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

FUDAN MICRO

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) RELATED PARTY TRANSACTIONS IN RELATION TO THE ESTABLISHMENT OF A COOPERATION AGREEMENT WITH FUDAN UNIVERSITY AND GUOSHENG INVESTMENT FOR THE JOINT CONSTRUCTION OF THE FUDAN UNIVERSITY INTEGRATED CIRCUIT ENGINEERING TECHNOLOGY CONVERGENCE INNOVATION CENTRE; (2) INFORMATION DISCLOSURE MANAGEMENT POLICY; AND (3) NOTICE OF THE 2026 SECOND EGM

Capitalised terms on this cover page of the circular shall have the same meanings as contained in the Definitions section of this circular. A letter from the board of directors of Shanghai Fudan Microelectronics Group Company Limited is set out on pages 5 to 18 of this circular.

The notice of the 2026 Second EGM of the Company 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 Monday, 8 June 2026 is set out on pages EGM-1 to EGM-2 of this circular.

The form of proxy for use at the 2026 Second EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fmsh.com). Whether or not you are able to attend and/or vote at the 2026 Second EGM, 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 2026 Second EGM.

22 May 2026

* *For identification purposes only*

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 5

APPENDIX 1 – INFORMATION DISCLOSURE MANAGEMENT POLICY APP1-1

NOTICE OF THE 2026 SECOND EGM EGM-1

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

"2026 Second EGM"	the 2026 second extraordinary general meeting of the Company to be convened at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the PRC on Monday, 8 June 2026 at 1:30 p.m. (or any adjournment thereof)
"A Shares"	the ordinary share(s) of the Company with a nominal value of RMB0.10 each, which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688385)
"A Shareholder(s)"	holder(s) of A Shares
"Articles"	articles of association of the Company currently in force, as amended, modified or otherwise supplemented from time to time
"associate"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"Collaborative R&D"	the collaborating research and development activities and technological breakthroughs in cutting-edge integrated circuit fields to be conducted by the Integrated Circuit Technology Centre
"Company"	Shanghai Fudan Microelectronics Group Company Limited* (上海復旦微電子集團股份有限公司), a joint stock limited company incorporated in the PRC, the A Shares of which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688385) and the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1385)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"Cooperation Agreement"	the cooperation agreement entered into between the Company, the Fudan University and Guosheng Investment on 11 May 2026 for the joint construction of the Integrated Circuit Technology Centre
"Director(s)"	the director(s) of the Company
"EDA"	electronic design automation
"FPGA"	Field-Programmable Gate Array

"Fudan University"	a stated-owned university established in Shanghai, the PRC, which holds approximately 12.96% of the issued share capital of the Company through Fuxin Fangao, and is a substantial shareholder of the Company
"Fuxin Fangao"	Shanghai Fuxin Fangao IC Technology Company Limited, a company incorporated in the PRC with limited liability which holds approximately 12.96% of the issued share capital of the Company, and wholly-owned by Fudan University
"Group"	the Company and its subsidiaries from time to time
"Guosheng Investment"	Shanghai Guosheng Group Investment Co., Ltd.* (上海國盛集團投資有限公司), a company wholly-owned by Shanghai Guosheng (Group) Co., Ltd., with the Shanghai State-owned Assets Supervision and Administration Commission acting as its ultimate controlling entity, which is processing the acquisition of a 12.96% equity interest of the Company held by Fuxin Fangao
"H Share(s)"	the overseas-listed foreign share(s) of the Company with a nominal value of RMB0.10 each, which are listed on Main Board of the Stock Exchange
"H Shareholder(s)"	holders of H Share(s)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"IC"	integrated circuit
"Independent Shareholders"	any Shareholder(s) who is/are not required to abstain from voting at the 2026 Second EGM
"Independent Third Party(ies)"	any entity or person and, if applicable, the ultimate beneficial owner of the entity or person who, to the best of our Directors' knowledge, information and belief having made all reasonable enquiries, is not a connected person of the Company within the meaning ascribed thereto under the Listing Rules
"Integrated Circuit Technology Centre" or "Centre"	the integrated circuit engineering technology convergence innovation centre to be established by the Company and Fudan University jointly under the Cooperation Agreement
"Jointly Owned Intellectual Property"	intellectual property jointly generated by the Company and Fudan University during the Collaborative R&D

"Latest Practicable Date"	19 May 2026, being the latest practicable date prior to the issuance 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 which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
"Proposed Related Party Transactions"	the proposed related party transactions with Fudan University pursuant to the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, which consist of the Start-up Fee and transactions of Technology Development Agreement
"PSoC"	Programmable System-on-Chip
"RMB"	Renminbi, the lawful currency of the PRC
"Sci-Tech Innovation Board"	The Shanghai Stock Exchange Science and Technology Innovation Board
"SFO"	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
"Share(s)"	A Share(s) and H Share(s)
"Shareholder(s)"	holders of the Company's Shares
"Shanghai Stock Exchange"	Shanghai Stock Exchange of the PRC
"Start-up Fee"	the Start-up Fee for the Integrated Circuit Technology Centre, amounted to RMB20 million. These costs cover, but are not limited to, one-off expenses for recruiting staff, expenditure on the construction of research platforms (including instruments, equipment and software), premises rental costs, refurbishment costs, expenses for various consumables, as well as electricity, fuel and water charges
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules

"Technology Development Agreement"	the specific technology development agreement to be entered between the Company and the Centre during the Term of Cooperation include documentation detailing the standards and conditions for deliverables and service, as well as the research and development timetable, research and development costs and payment methods
"Term of Cooperation"	the period of sixty months from the effective date of the Cooperation Agreement
"%"	percent.

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

22 May 2026

Dear Sir or Madam:

(1) RELATED PARTY TRANSACTIONS IN RELATION TO THE ESTABLISHMENT OF A COOPERATION AGREEMENT WITH FUDAN UNIVERSITY AND GUOSHENG INVESTMENT FOR THE JOINT CONSTRUCTION OF THE FUDAN UNIVERSITY INTEGRATED CIRCUIT ENGINEERING TECHNOLOGY CONVERGENCE INNOVATION CENTRE;
(2) INFORMATION DISCLOSURE MANAGEMENT POLICY; AND
(3) NOTICE OF THE 2026 SECOND EGM

* *for identification purposes only*

1. INTRODUCTION

Reference is made to the announcement of the Company dated 11 May 2026 concerning the connected transactions related to the establishment of a Cooperation Agreement with Fudan University and Guosheng Investment for the joint construction of the Fudan University integrated circuit engineering technology convergence innovation centre.

The purpose of this circular is to provide you with information in relation to the details of further information on (i) the Cooperation Agreement and the transactions contemplated thereunder; (ii) the information disclosure management policy; and (iii) other information relevant to the proposals to be tabled at the 2026 Second EGM as required under the Listing Rules, in order to enable you to make an informed decision on whether to vote for or against the proposals at the 2026 Second EGM.

2. CONNECTED TRANSACTIONS IN RELATION TO THE COOPERATION AGREEMENT

Reference is made to the announcement of the Company dated 11 May 2026 in relation to the connected transactions related to the establishment of a Cooperation Agreement with Fudan University and Guosheng Investment for the joint construction of the Fudan University integrated circuit engineering technology convergence innovation centre. The Company agrees to establish the Integrated Circuit Technology Centre with Fudan University jointly, collaborating on the Collaborative R&D.

SUMMARY OF THE PRINCIPAL TERMS OF THE COOPERATION AGREEMENT

(i) Date

11 May 2026 (after the trading hours)

(ii) Contracting parties

(a) the Company;

(b) Fudan University; and

(c) Guosheng Investment

(iii) Nature of agreement

According to the Cooperation Agreement, the Company agrees to establish the Integrated Circuit Technology Centre with Fudan University jointly, collaborating on research and development and technological breakthroughs in cutting-edge integrated circuit fields. Guosheng Investment is the process of the acquisition of a 12.96% equity interest of the Company held by Fuxin Fangao, which is owned by Fudan University. Guosheng Investment supports the collaboration between Fudan University and the Company in jointly establishing this project.

(iv) Integrated Circuit Technology Centre

The Integrated Circuit Technology Centre will be established as a non-independent legal entity for collaborative research and development between the Company and Fudan University. It will operate under the Fudan University's Institute of Convergence and Innovation and will be supervised by the Fudan University's Institute of Science and Technology. The Integrated Circuit Technology Centre will assemble a team of specialist researchers and recruit top-tier talent from outside the organisation to participate in Collaborative R&D projects, with a view to achieving the objectives of these Collaborative R&D initiatives.

(v) Collaborative R&D projects

Collaborative R&D projects are driven by critical demands in national economic development, closely tracking cutting-edge advancements in international technologies such as FPGA, intelligent computing, and novel memory systems. These initiatives aim to overcome engineering bottlenecks in high-end FPGA EDA technologies. These initiatives will drive innovation in domestically developed high-end FPGA architecture design and hardware platform technology, establishing a combined domestic high-end FPGA software technology platform and hardware technology platform. They will fundamentally resolve the bottleneck issue of reliance on imported high-end FPGAs, enhance independent innovation capabilities and international competitiveness of the PRC in areas such as domestically produced high-end FPGA chips, intelligent computing, and high-reliability memory, which meet China's major strategic needs effectively.

(vi) Cooperation mechanism

Fudan University is responsible for organising research staff and establishing research platforms to facilitate the Collaborative R&D. The Centre plans to recruit 3 – 5 strategic talents in relevant research fields, with approximately 20 full-time researchers and 15 full-time engineers. The Fudan University supports the Centre and gives priority to applications for national-level platforms, as well as various major and key projects and awards at national, provincial and ministerial levels. The Company shall be responsible for identifying forward-looking scientific and technological issues which require resolution. Both parties shall enter into specific Technology Development Agreement based on the topics proposed by the Company. The Company shall be the primary provider of project funding for the Centre and shall have the right to supervise and inspect the implementation of the project through the project committee in accordance with the terms of the Technology Development Agreement. Fudan University and the Company will enter into a separate Technical Development Agreement to set out the research and development objectives, funding and deliverables.

(vii) Start-up Fee for the Integrated Circuit Technology Centre

The Start-up Fee for the Integrated Circuit Technology Centre is RMB20 million. These costs cover, but are not limited to, one-off expenses for recruiting staff, expenditure on the construction of research platforms (including instruments, equipment and software), premises rental costs, refurbishment costs, expenses for various consumables, as well as electricity, fuel and water charges.

(viii) Technology Development Agreement

During the Term of the Cooperation, the Company intends to provide the Centre with cooperation funding of no more than RMB1 billion. The specific amount of research and development funding shall be subject to the terms of the respective Technology Development Agreement, which shall include documentation detailing the standards and conditions for deliverables and services, such as specific research and development requirements, research and development outcomes, technical solutions and technical samples, as well as the research and development timetable, research and development costs and payment methods.

(ix) Intellectual property

Intellectual property and achievements existing prior to the collaboration between the Company and Fudan University shall remain the independent property of each party. Intellectual property jointly generated by the Company and Fudan University during collaborative research and development shall be jointly owned by both. Fudan University must obtain the Company's written consent for the licensing or transfer to third parties of any Jointly Owned Intellectual Property in which it holds a share. The Company must obtain Fudan University's written consent for the transfer to third parties of any Jointly Owned Intellectual Property in which it holds a share. The Company and its affiliated companies, whether directly or indirectly controlled by the Company, shall have the exclusive right to commercialise, utilise and derive commercial benefits from the Jointly Owned Intellectual Property and research results in any form. The Company and its affiliated companies, whether directly or indirectly controlled by the Company, shall have the right to conduct research and development, either independently or in collaboration with third parties, using the Jointly Owned Intellectual Property or research findings. Any derivative results or intellectual property arising therefrom shall be owned solely by the Company, and all commercial benefits derived therefrom shall accrue exclusively to the Company, or shall be allocated in accordance with the ownership arrangements agreed between the Company and the third party. Fudan University shall be entitled to use the Jointly Owned Intellectual Property free of charge for internal, non-commercial teaching and research purposes, provided that this does not affect the rights of the Company. Fudan University shall obtain the Company's prior written consent before licensing or transferring any Jointly Owned Intellectual Property or research results to any third party in any form (including licensing, transfer, equity investment, etc.), or entering into any form of collaborative research and development or profit-sharing arrangement with a third party in relation to such Jointly Owned Intellectual Property or research results.

(x) Use and publication of research findings

During the Term of Cooperation, project researchers (including Fudan University staff and students, as well as personnel assigned by the Company to the Integrated Circuit Technology Centre to participate in research and development, hereinafter collectively referred to as "Project Researchers") may, based on the research findings, write academic papers, articles, reports and the like for publication (including submission to publishers, journals or conferences) or for the purpose of applying for relevant honours, professional titles or awards and Fudan University shall be credited as the first author's affiliation. Prior to publication, the full text of the paper and/or the full text of the published content shall be reviewed by both Fudan University and the Company. For the purpose of protecting intellectual property rights, both Fudan University and the Company may require the Project Researchers to amend the content or postpone publication. Both Fudan University and the Company shall ensure that the Project Researchers appointed by each party comply with the other party's requests for amendments or postponement of publication.

(xi) Conditions precedent

The Cooperation Agreement was established upon signature by all parties and shall become effective only after being reviewed and approved by the Company in accordance with the procedures stipulated under the listing rules of both Shanghai and Hong Kong.

(xii) Others

Upon the Cooperation Agreement becomes effective, this Cooperation Agreement shall be deemed to constitute the formal cooperation agreement for the joint research and development platform for industry-academia research as referred to in Clause 2 of "Article 5: Corporate Governance Arrangements and Industry-Academia-Research Cooperation" of the "Share Transfer Agreement between Fuxin Fangao and Guosheng Investment regarding Shanghai Fudan Microelectronics Group Co., Ltd.", signed by Fudan University and Guosheng Investment on 23 December 2025, which will be considered as signed and effective.

START-UP FEE AND THE INTEGRATED CIRCUIT TECHNOLOGY CENTRE

Positioned as a platform for industry-academia innovation, the Integrated Circuit Technology Centre, leveraging the Company's leading position in the commercial application of FPGAs and memory technologies, the Company and Fudan University will work to jointly plan and implement Collaborative R&D projects, which will be focusing on three core areas, including the high-end FPGAs and PSoC, artificial intelligence, and next-generation memory technologies, establishing core capabilities in the integrated circuit sector by achieving breakthroughs in key technologies, and to build a 'design-manufacturing-application' consortium in collaboration with upstream and downstream enterprises. The Integrated Circuit Technology Centre will have one Centre Director and one Deputy Centre Director. Fudan University has appointed Mr. Yu Jun, professor of the School of Microelectronics at Fudan University, as Centre Director; the Company has nominated Mr. Xu Liewei, Deputy General Manager, as Deputy Centre Director. The Integrated Circuit Technology Centre will establish a management committee comprising five members: one representative jointly

recommended by the Centre's supervisory authority and the host institution; the Centre Director; the Deputy Centre Director; the Company's head of finance; and the Centre's head of human resources and administration. The committee will be responsible for the Centre's strategic planning and for ensuring that the Centre's development direction is consistent with its long-term objectives; deciding on the redeployment of key personnel (the Centre Director, Deputy Centre Director and other key personnel designated by the Management Committee); discussing major matters relating to the daily operations and management of the Centre. Major decision-making matters (including the formulation or revision of the Centre's strategic plan, changes to the roles of key personnel, and significant daily management matters such as non-project expenditure exceeding RMB 3 million per transaction) shall be subject to thorough deliberation and discussion, and must be agreed upon by the representatives of Fudan University, the Company and the Centre Director on the Management Committee. The Integrated Circuit Technology Centre will establish a project committee comprising five members to oversee project management. The project committee will consist of the Centre Director, the Deputy Centre Director, the Centre's head of human resources and administration, the Company's head of technology, and the Company's head of finance. It will be responsible for making decisions regarding the signing of Technology Development Agreement, project approval, project team composition, budget allocation, audits of the Centre and projects, and project completion assessments. Each member of the project committee has one vote, and resolutions are passed by a simple majority (i.e. a majority of votes cast). The Centre Director acts as the convener of the committee. The Integrated Circuit Technology Centre plans to establish a research and engineering team comprising no fewer than 300 members, and to recruit 3 – 5 outstanding strategic talents from outside the organisation to participate in the Collaborative R&D projects, with a view to achieving the objectives of these Collaborative R&D initiatives.

The Company is responsible to pay Start-up Fee for the Integrated Circuit Technology Centre amounted as RMB20 million. These costs cover, but are not limited to, one-off expenses for recruiting staff, expenditure on the construction of research platforms (including instruments, equipment and software), premises rental costs, refurbishment costs, expenses for various consumables, as well as electricity, fuel and water charges.

Fudan University is responsible for organising research staff and establishing research platforms to facilitate Collaborative R&D. It plans to recruit 3 – 5 strategic talents in relevant research fields, with approximately 20 full-time researchers and 15 full-time engineers. Fudan University supports the Integrated Circuit Technology Centre in prioritising applications for national-level platforms, as well as various major national, provincial and ministerial-level projects and awards.

Within thirty (30) days after this Cooperation Agreement becoming effective, the Company shall pay Fudan University the Start-up Fee of RMB20,000,000. Fudan University shall establish a dedicated project account for the Integrated Circuit Technology Centre within its financial accounting system, ensuring that all funds provided by the Company, including the Start-up Fee, are used for their intended purpose and accounted for separately. Fudan University shall transfer the full amount of funds to the Integrated Circuit Technology Centre's dedicated account within 15 days of receiving all funds, including the Start-up Fee, and shall issue a special VAT invoice to the Company.

TECHNOLOGY DEVELOPMENT AGREEMENT

During Term of Cooperation, the Integrated Circuit Technology Centre shall, in accordance with the Company's business strategy and product roadmap, undertake research and development of IP technology platforms including, but not limited to, ultra-high-speed transceivers, ultra-high-bandwidth RF direct-to-analogue/digital-to-analogue converters, network acceleration, PCIe 5.0 and multi-speed Ethernet, and undertake research into the overall architecture design of next-generation FPGAs, as well as core technologies and architectural innovations for artificial intelligence heterogeneous chips. The Company is responsible for identifying forward-looking scientific and technological issues which required resolution. Both parties shall enter into specific Technology Development Agreement based on the topics proposed by the Company, with such agreements setting out the research and development objectives, funding and deliverables. Research and development costs are incurred in accordance with the schedule set out in the Technology Development Agreement, and include, but are not limited to, the remuneration of full-time research staff, fees for the services of students and/or experts, and expenditure on specialised equipment. Fudan University will, centring on the specific Collaborative R&D projects agreed upon by both parties, apply to national or provincial/ministerial authorities for key research and development projects and seek to secure government funding; the funds obtained from such schemes will be used for Collaborative R&D. Within six months prior to the expiry of the Term of Cooperation, the Company and Fudan University may review the progress of the cooperation and decide whether to renew or amend the agreement.

It is anticipated that the Company will provide the Centre with cooperation funding of no more than RMB1 billion during the Term of Cooperation, including Start-up Fee, research and development expenses and other necessary expenditures. The specific amount of research and development expenses shall be subject to the terms of the respective Technology Development Agreement. Since the Technology Development Agreement under the Cooperation Agreement is a framework agreement which does not specify specific terms and for which no written agreement has been executed, in accordance with the definition in Chapter 14A of the Listing Rules, the Technology Development Agreement under the Cooperation Agreement does not fall within the ambit of, and is not subject to, the regulations of Chapter 14A of the Listing Rules and therefore is not subject to the notification, announcement and shareholder approval requirements under Chapter 14A of the Listing Rules. Any Technical Development Agreement entered into in relation to specific research and development projects must, if they fall within the scope of Chapter 14A of the Listing Rules, comply the procedures set out in the Listing Rules before the aforesaid agreement becomes effective.

REASONS FOR THE TRANSACTIONS

The overall business goal of the Company is to become the market leader in IC design and system integration business in China, and is determined to become the world's leading application-specific IC design company. Undertaking research and development and achieving technological breakthroughs in cutting-edge integrated circuit fields can enhance the Company's technical capabilities and make a positive contribution to the revenue and performance of the Group.

Fudan University has a state-key laboratory for integrated circuits and systems and a school of microelectronics where advanced equipment and facilities are provided and it employs number of top-notch talents with extensive knowledge and experiences in research and development of microelectronics.

The Board anticipates that, driven by favourable factors such as industry recovery, customer demand and a wide range of applications, market demand for FPGAs, intelligent computing and new memory products will continue to grow; however, the corresponding technological upgrades are more challenging and the pace of technological iteration is accelerating. Given that such projects have lengthy development cycles and that breakthroughs in key technologies require the Fudan University research team to commit to ongoing research and development, the Company needs to secure the research and development services of the Fudan University research team in order to ensure the stability of the research and development team and to guarantee its commitment to the Company's clearly defined research and development objectives in the future. This is necessary to mitigate the risk that the Company might fail in its research and development efforts or fall behind in next-generation technologies due to an inability to secure sufficient research and development funding.

The Collaborative R&D will fully leverage the resources and capabilities of Fudan University and the Company, focusing on research and innovation to overcome technical challenges and jointly address the challenges of semiconductor technology. With Fudan University's positioning of the Integrated Circuit Technology Centre as a University-Corporate convergence innovation platform, and combining the Company's leading advantages in the commercial application of FPGAs and memory technologies, both parties shall jointly undertake the overall planning and implementation of Collaborative R&D projects. Focusing on three core directions, the high-end FPGAs and PSoC, artificial intelligence, and next-generation memory technologies, the Company shall achieve breakthroughs in key technologies to establish core competencies within the integrated circuit sector. This will accelerate the establishment of a 'design-manufacturing-application' relationship of the Company and upstream/downstream enterprises.

The Company can reduce expenses and costs of research and development and administration through entering into the Cooperation Agreement, meanwhile it can expedite research and development and optimize its results, and accelerate the process of industrialization, providing employees of the Company an opportunity to acquire valuable knowledge and experiences during skills exchange. By establishing a flexible talent recruitment mechanism, the Company will attract faculty members from relevant disciplines at Fudan University to participate in joint research projects through arrangements such as concurrent appointments and dual appointments. This will foster interdisciplinary collaboration and team synergy, promote two-way talent exchange between the Fudan University's faculties and the Centre, and create a highly efficient and collaborative innovation ecosystem, thereby supporting the Company in its development into an internationally competitive advanced integrated circuit enterprise. The service commitment from Integrated Circuit Technology Centre to the Company's identified research and development projects will mitigate the risk of research failure or falling behind next-generation technologies should the Company undertake such activities independently. In addition, under the Cooperation Agreement, the Company owns exclusive rights to the industrialisation, application and commercialisation of any form of Jointly Owned Intellectual Property and research results, as well as to the commercial proceeds derived therefrom.

IMPACT OF THIS COOPERATION ON THE COMPANY

The Proposed Related Party Transactions represent a research and development partnership between the Company and Fudan University which is established in order to actively respond to the requirements of the national science and technology innovation strategy and to focus intensively on three core areas: next-generation high-end FPGAs and PSoCs, artificial intelligence, and next-generation storage technologies. Through the deep integration of industry, academia and research, and by extending the Company's research and development capabilities, this partnership aims to further enhance the Company's core competitiveness.

As an innovative platform integrating "university-industry joint laboratories/research centre + corporate management", the Company has established a collaborative industry-academia-research partnership with Fudan University through a cross-sectoral mechanism. This partnership has formed a research and development team led by leading figures and experts in the relevant technical fields, with the Company's research and development team serving as the core. Based on research topics proposed by the Company, specific technical development directions and funding arrangements are agreed upon, thereby establishing a collaborative model where "the enterprise sets the challenge and the centre provides the solution". This cooperation will enable the optimal allocation of resources within the Company's research and development budget framework. Research and development priorities and projects will be closely aligned with the Company's existing business strategy and product roadmap. The Company will enter into agreements with the Centre on a project basis and provide project funding, whilst retaining the right to oversee and approve project implementation through the project committee, thereby ensuring that investment risks remain manageable.

The research and development expenditure under this cooperation is part of the Company's existing budget allocated to achieve its established technical objectives. It is intended to enhance research and development efficiency through the close integration of industry, academia and research, rather than representing additional expenditure. Consequently, it will not have an adverse impact on the Company's cash flow or financial position, nor will it affect the Company's independence or its normal production and business operations.

PRICING POLICIES

The Start-up Fee for the Integrated Circuit Technology Centre cover, but are not limited to, one-off expenses for recruiting staff, expenditure on the construction of research platforms (including instruments, equipment and software), premises rental costs, refurbishment costs, expenses for various consumables, as well as electricity, fuel and water charges. The Company has established a research and development policy covering the amount of research and development expenditure, applicable to both in-house research and development and those appointed to Fudan University and other independent third-party research and development institutions. The amount of the Start-up Fee is determined on the basis of factors such as the market rates of the costs of the equipment and facilities required by the Centre, the market rates for relevant technical personnel, rental costs for similar premises in the market, and venue refurbishment costs. This ensures that the Start-up Fee for the Integrated Circuit Technology Centre will be conducted on normal commercial terms and on terms and prices no less favourable to the Company than those offered to independent third-party research and development institutions.

INTERNAL CONTROL

Fudan University will establish a dedicated project account for the Integrated Circuit Technology Centre within its financial accounting system, ensuring that all funds provided by the Company, including the Start-up Fee, are used for their intended purpose and accounted for separately. Fudan University shall transfer the full amount of funds to the Integrated Circuit Technology Centre's dedicated account within 15 days of receiving all funds, including the Start-up Fee.

Fudan University shall ensure that the Centre establishes a standardised financial management system. The Centre shall submit quarterly statements of project expenditure and income to the Company, ensuring that the accounts reconcile with each another and with the physical assets, and shall submit an annual audit report on the special account to the Company which is conducted by a third party. Upon reasonable request by the Company, the project committee of the Integrated Circuit Technology Centre may organise and carry out a special audit of the special account.

In accordance with the Company's financial accounting, internal control and internal audit systems, the Finance Department shall be responsible for reviewing the use of the Start-up Fee by the Integrated Circuit Technology Centre to ensure that transactions are conducted in accordance with the terms of the Cooperation Agreement, general commercial terms and the Company's pricing policy. The internal audit department shall be responsible for overseeing this process. In addition, the internal audit department shall report on the use of the Start-up Fee and cooperation funding to the independent non-executive Directors on a regular basis or from time to time as required.

This research and development investment forms part of the Company's original budget allocation for achieving its established technical objectives. The Company will enter into Technology Development Agreement with the Centre and provide funding on project basis, and reserve the right to monitor and approve the implementation of projects through the project committee, thus the investment risks are manageable.

INFORMATION OF THE COMPANY, FUDAN UNIVERSITY AND GUOSHENG INVESTMENT

The Company's principal activities consist of design, development and sales of IC products in the PRC.

Fudan University is a stated-owned university established in Shanghai, the PRC, it's ultimate controlling entity is the Ministry of Education of PRC. It is a promoter and substantial shareholder of the Company. Fudan University has a state-key laboratory for integrated circuits and systems and technology center which engage in designing and developing integrated circuits and microelectronics products and related research in technology; provision of consultancy, training and transfer services of IC and related systems. Fudan University holds approximately 12.96% of the issued share capital of the Company through its wholly-owned Fuxin Fangao and is a substantial shareholder of the Company.

Guosheng Investment is wholly-owned by Shanghai Guosheng (Group) Co., Ltd., with the Shanghai State-owned Assets Supervision and Administration Commission acting as its ultimate controlling entity. Its principal business is industrial investment. Guosheng Investment is processing the acquisition of a 12.96% equity interest of the Company held by Fuxin Fangao, which is owned by Fudan University.

RISK DISCLOSURE REGARDING THIS COOPERATION

The transaction is subject to approval by the Shareholders' meeting, and there remains uncertainty as to whether the Cooperation Agreement will ultimately come into effect. There is a risk that the cooperation may be postponed, amended, suspended or terminated. There is uncertainty regarding whether the results of the Collaborative R&D or any intellectual property rights will achieve specific technical outcomes or commercial value. Risks include the possibility that the progress of research and development projects or the level of investment may fall short of expectations, and uncertainty regarding commercialisation, which may consequently pose a certain risk to the Company's future operating performance and financial position. Investors are advised to exercise caution when making investment decisions and to be mindful of the associated investment risks.

DELIBERATION PROCEDURES FOR THE PROPOSED RELATED PARTY TRANSACTIONS

(1) Proceedings of the special meeting of independent directors

On 11 May 2026, the Company convened the 2026 second meeting of the 10th Board of Directors' special meeting of independent directors to consider the matter of entering into the Cooperation Agreement with Fudan University and Guosheng Investment, which also constitutes a related party transaction. All independent directors are of the view that the Proposed Related Party Transaction is consistent with the Company's overall strategic plan and the development needs of its core business; it will help strengthen the Company's technological research and development capabilities; the research and development direction is both necessary and reasonable; and it will provide strong support for the Company's long-term, stable and sustainable development. The profit-sharing mechanism for the Proposed Related Party Transaction is clear and reasonable, and the accompanying risk management measures are sound and effective; there is no risk of prejudice to the legitimate rights and interests of the Company or all shareholders, particularly minority shareholders. In conclusion, all independent directors have no objection to the Proposed Related Party Transaction and agree that the matter should be submitted for consideration by the Company's Board of Directors and then by the general meeting of Shareholders.

(2) Proceedings of the Board meeting

On 11 May 2026, the Company convened the 13th meeting of the 10th Board of Directors, at which a resolution regarding the signing of the Cooperation Agreement with Fudan University and Guosheng Investment, which also constitutes a related party transaction, was considered and approved. Connected directors, Zhang Wei, Shen Lei and Yan Na abstained from voting. This transaction is subject to approval by the general meeting of Shareholders.

LISTING RULES IMPLICATIONS

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries and at the Latest Practicable Date, Fudan University holds approximately 12.96% of the issued share capital of the Company through its wholly-owned Fuxin Fangao and is a substantial shareholder of the Company. As defined in Chapter 14A of the Listing Rules, Fudan University is a connected person of the Company, therefore the transactions contemplated under the Cooperation Agreement constitute connected transactions of the Company.

None of the Directors has any material interest in the connected transaction. The chairman of the Board, Mr. Zhang Wei, the executive Director of the Company, Mr. Shen Lei, and non-executive Director of the Company, Ms. Yan Na, who are lecturers at Fudan University, have abstained from voting on the Board resolution approving the Cooperation Agreement. No other Directors have abstained from voting on the related Board resolution at the abovementioned Board meeting.

As one or more of the applicable percentage ratios in respect of the Start-up Fee for the Integrated Circuit Technology Centre under the Cooperation Agreement exceed 0.1% but all are less than 5% (other than the profits ratio), the connected transaction is subject to the notification, announcement and annual review requirements, but exempt from the requirements of the disclosure in circular and independent shareholders' approval under Chapter 14A of the Listing Rules.

The Technology Development Agreement under the Cooperation Agreement is a framework agreement which does not specify specific terms and for which no written agreement has been executed. In accordance with the definition in Chapter 14A of the Listing Rules, the Technology Development Agreement under the Cooperation Agreement does not fall within the ambit of, and is not subject to, the regulations of Chapter 14A of the Listing Rules and therefore is not subject to the notification, announcement and shareholder approval requirements under Chapter 14A of the Listing Rules. Any Technical Development Agreements entered into in relation to specific research and development projects must, if they fall within the scope of Chapter 14A of the Listing Rules, comply the procedures set out in the Listing Rules before the aforesaid agreements become effective.

The Board (including the independent non-executive Directors) considers that the transactions under the Cooperation Agreement were entered in the ordinary and usual course of business of the Group, on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS OF THE RULES GOVERNING THE LISTING OF STOCKS ON THE SCIENCE AND TECHNOLOGY BOARD OF THE SHANGHAI STOCK EXCHANGE

Pursuant to rule 7.2.4 of section (2) of Chapter 7 of the Rules Governing the Listing of Stocks on the Science and Technology Board of the Shanghai Stock Exchange (Revised as of April 2026), the transaction amounts of Start-up Fee and potential Technology Development Agreement under the Cooperation Agreement which accounted for more than 1% of the Group's audited total assets amount for the most recent period and the transaction amounts exceeded RMB30 million are required to be submitted to the 2026 Second EGM for approval.

3. INFORMATION DISCLOSURE MANAGEMENT POLICY

The information disclosure management policy has been formulated by the Company. In accordance with relevant national requirements and the practical needs of the Company's operations, it is proposed that the approving authority for the information disclosure management policy be amended from the Board to the general meeting of Shareholders. Details of which are set out in Appendix 1 to this circular.

The amendment of the information disclosure management policy is subject to the approval of the Shareholders by way of ordinary resolution at the 2026 Second EGM.

4. THE 2026 SECOND EGM

The 2026 Second EGM will be held at 1:30 p.m. on Monday, 8 June 2026 at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the PRC. The notice of convening the 2026 Second EGM is set out on pages EGM-1 to EGM-2 of this circular. The respective form of proxy for use at the 2026 Second EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fmsh.com).

Fuxin Fangao (including its ultimate beneficial owners), who holds 106,730,000 Shares of the Company which represent approximately 12.96% of the issued share capital of the Company, shall abstain from voting in respect of the resolutions relating to the Proposed Related Party Transactions at the 2026 Second EGM.

Save for the above, to the best of the knowledge, information and belief of the Directors, no other Shareholders have material interests in the proposed transactions, and are hence required to abstain from voting at the 2026 Second EGM in respect of relevant resolutions to approve such transactions.

5. BOOK CLOSURE PERIOD

For the purpose of 2026 Second EGM, the register of members of H Shares will be closed from 3 June 2026 to 8 June 2026 (both days inclusive) and during which no transfer of H Shares will be effected.

For H Shareholders whose names appear on the register of members of the Company as at 8 June 2026 shall be entitled to attend the 2026 Second EGM. To be qualified to attend the 2026 Second EGM, 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 2 June 2026.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the 2026 Second EGM in accordance with the Articles. An announcement on the poll results will be made by the Company after the 2026 Second EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the Proposed Related Party Transactions and 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 2026 Second EGM.

8. 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.

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

* *For identification purposes only*

The English version in this Appendix 1 is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

Chapter 1 General Provisions

Article 1 To regulate the information disclosure of Shanghai Fudan Microelectronics Group Co., Ltd. (hereinafter referred to as the "Company"), promote the Company's lawful and orderly operations, and safeguard the legitimate rights and interests of the Company and its investors, these Rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Information Disclosure by Listed Companies (hereinafter referred to as the "Measures"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), the Securities and Futures Commission of Hong Kong (hereinafter referred to as the "SFC") the Securities and Futures Ordinance (hereinafter referred to as the "Ordinance"), the Guidelines on Disclosure of Inside Information (hereinafter referred to as the "Guidelines"), the relevant listing rules of the Shanghai Stock Exchange, other laws, regulations and normative documents, as well as the relevant provisions of the Articles of Association of Shanghai Fudan Microelectronics Group Co., Ltd. (hereinafter referred to as the "Articles of Association"), these Rules are hereby formulated.

Article 2 For the purposes of this policy, "disclosure of information" refers to the publication of information required to be disclosed under relevant laws and regulations, departmental rules, and the requirements of the regulatory authorities and stock exchanges of the listing jurisdiction, to the general public within the prescribed timeframe, through the prescribed media (including websites), and in accordance with the prescribed procedures and methods.

Article 3 The term "inside information" as used in these Rules has the meaning defined in the Ordinance and refers to specific information or data that meets the following criteria:

(1) relating to the Company, its shareholders or senior officers, or the Company's listed securities or derivatives of such securities;

(2) Information that is not generally known to, or is not likely to be generally known to, persons who habitually (or are likely to) trade in the Company's listed securities, but which, if generally known to them, would be likely to have a significant effect on the price of such securities.

Article 4 This policy shall apply to all personnel and departments of the Company, in particular the following:

(1) the Company's Secretary of the Board, the Board Office and the department responsible for managing information disclosure matters;

(2) the Company's directors and the Board of Directors;

(3) the company's senior management;

(4) heads of departments at the Company's headquarters and heads of subsidiaries;

(5) The Company's controlling shareholders, actual controllers and shareholders holding 5% or more of the shares;

(6) Other personnel and departments of the Company with information disclosure responsibilities.

Chapter 2 General Provisions on Information Disclosure

Article 5 The Company shall fulfil its information disclosure obligations in accordance with laws and regulations, departmental rules, the relevant listing rules of the Shanghai Stock Exchange, the Hong Kong Listing Rules, the Ordinance, the Guidelines, and the relevant provisions of the securities regulatory authorities in the jurisdictions where the Company's shares are listed.

Article 6 The Company must, as soon as reasonably practicable after becoming aware of any inside information, or where there is a risk of creating a false market, disclose such information to the public, unless an exemption under the Ordinance applies (for details, see Article 12) . "As soon as reasonably practicable" means that the Company shall immediately take all necessary steps in the circumstances to disclose the information to the public.

Article 7 Companies and relevant parties subject to disclosure obligations shall fulfil their disclosure obligations in a timely manner in accordance with the law. The information disclosed shall be true, accurate and complete, as well as concise, clear and easy to understand; it shall not contain any false entries, misleading statements or material omissions, nor shall the failure to disclose inside information result from disregard or negligence. The Company and relevant parties subject to disclosure obligations shall disclose information publicly to all investors simultaneously and shall not disclose it in advance to any entity or individual. However, this shall not apply where otherwise provided for by laws or administrative regulations.

Article 8 Where an event occurring within or relating to the Company does not meet the disclosure thresholds set out in relevant laws, regulations or these Rules, or where relevant laws, regulations or these Rules do not contain specific provisions, but the Company's Board of Directors considers that the event may have a significant impact on the trading price of the Company's shares and their derivatives, the Company shall disclose such information in a timely manner in accordance with these Rules.

Article 9 The directors and senior management of the Company shall perform their duties with loyalty and diligence, ensuring that the disclosed information is true, accurate, complete, timely and fair. Should directors or senior management have objections to the content of an announcement, they shall make a corresponding statement in the announcement and provide reasons therefor.

Article 10 The Company shall disclose the same information to all investors in the Company's securities in an equal, timely and effective manner, ensuring fair treatment of all investors and avoiding placing any person or class of persons in a favourable position in relation to trading in the Company's securities.

Article 11 Prior to the disclosure of inside information, it must be kept strictly confidential; no person with knowledge of such information shall disclose or leak it, nor shall they use such information for insider trading. If the required confidentiality cannot be maintained, or if the inside information may have already

been leaked, the Company shall immediately disclose it to the public. Where persons subject to disclosure obligations defer or are exempted from disclosing information, they shall comply with the provisions of laws, administrative regulations and the China Securities Regulatory Commission.

Article 12 The Ordinance contain safe harbour provisions permitting the temporary non-disclosure of inside information in the following specified circumstances:

(1) Where disclosure is prohibited by law. If disclosure would contravene an order made by a Hong Kong court or any provision of other Hong Kong legislation, there is no obligation to disclose the information under the Regulations.

(2) Other circumstances where disclosure may be deferred. Where a company has taken reasonable precautions to maintain the confidentiality of the information and such information has been kept confidential, and one or more of the following applies, there is no requirement to disclose any inside information:

1. The information relates to a plan or proposal that has not yet been finalised;

2. The information constitutes a trade secret;

3. The information relates to liquidity support provided by the Exchange Fund established under the Hong Kong Exchange Fund Ordinance or by an institution (including an institution outside Hong Kong) performing central bank functions;

4. The disclosure is exempted by the Securities and Futures Commission of Hong Kong under the Ordinance, and the conditions of such exemption have been complied with. If the disclosure of such information is prohibited by the laws of a place outside Hong Kong, by an order of a court exercising jurisdiction under the laws of a place outside Hong Kong, by law enforcement agencies of a place outside Hong Kong, or by local government authorities exercising powers conferred by the laws of a place outside Hong Kong, or if the disclosure of such information would contravene such restrictions, the Company may apply to the SFC for an exemption.

Article 13 When disclosing information in accordance with the law, the Company shall submit the text of the announcement and relevant reference documents to the stock exchange for registration. The Company will publish its announcements and other information required to be disclosed on designated information disclosure media, the official website of the Shanghai Stock Exchange, and the electronic publication system operated by The Stock Exchange of Hong Kong Limited.

The Company shall not substitute any form of news release or press conference for the reporting and announcement obligations it is required to fulfil, nor shall it substitute ad hoc reports for the ad hoc reporting obligations it is required to fulfil.

Outside trading hours, listed companies and relevant parties with disclosure obligations may release material information where there is a genuine need to do so, provided that the relevant announcement is disclosed before the start of the next trading session.

Article 14 Where the Company is unable to determine whether a particular event requires immediate disclosure, it shall promptly consult with the stock exchange where the Company is listed.

Article 15 The Company's disclosure documents shall be published in both Chinese and English. The content of the two versions shall be consistent. The information disclosed by the Company shall be easily understood by users.

Chapter 3 Content and Form of Information Disclosure

Article 16 The Company's information disclosure documents shall primarily include periodic reports, ad hoc reports and various documents disclosed to the public in accordance with the regulations of the relevant regulatory authorities. The preparation and disclosure of information disclosure documents relating to securities issues, such as prospectuses, offering circulars, listing announcements and takeover reports, shall be carried out in accordance with the requirements of the stock exchange where the Company is listed and the relevant laws and regulations.

Article 17 When the Company intends to implement a refinancing plan, it shall prepare documents such as prospectuses, bond offering circulars and listing announcements in accordance with the reporting rules and information disclosure guidelines issued by the securities regulatory authorities, and shall make announcements in accordance with the relevant requirements of laws, administrative regulations, departmental rules, the relevant listing rules of the Shanghai Stock Exchange and the Hong Kong Listing Rules.

Article 18 The Company's routine disclosure practices include periodic reports and ad hoc reports.

Section 1 Periodic Reports

Article 19 Periodic reports include annual reports, interim reports and quarterly reports, as well as any disclosures required by the Hong Kong Listing Rules, the relevant listing rules of the Shanghai Stock Exchange and relevant laws and regulations:

1. Quarterly Reports (where applicable): The Company shall prepare and disclose quarterly reports within 30 days following the end of the first three and nine months of each financial year. The main text of the quarterly report shall be published in the Company's designated newspaper, and the full text of the quarterly report (including the main text and appendices) shall be published on the Company's designated website; however, the disclosure of the first quarterly report shall not be earlier than the disclosure date of the previous year's annual report;

2. Interim Report: The Company shall prepare and disclose an interim report within two months of the end of the first six months of each financial year, publish a summary of the interim report in the Company's designated newspaper, and publish the full text of the interim report on the Company's designated website;

   The Company shall, in accordance with the Hong Kong Listing Rules, publish a preliminary announcement of its interim results as soon as practicable within two months of the end of the first half of each financial year, and no later than at least 30 minutes prior to the start of trading in the

morning session or any pre-market session on the next business day following the approval of such results by the Board or its authorised representative (whichever is earlier); The Company's H-shares shall prepare and disclose an interim report within three months of the end of the first six months of each financial year, and publish the full text of the interim report on the Company's designated website.

3. Annual Report: The Company's A-shares shall prepare and disclose the annual report within four months of the end of each financial year, publish a summary of the annual report in the Company's designated newspaper, and disclose the full text on the Company's designated website;

   The Company shall, in accordance with the Hong Kong Listing Rules, publish a preliminary announcement of its annual results as soon as practicable within three months after the end of the relevant financial year, and no later than at least 30 minutes prior to the commencement of trading in the morning session or any pre-opening session (whichever is earlier) on the next business day following the approval of such results by the Board or its authorised representative.

Article 20 The Company shall prepare periodic reports in accordance with relevant laws and regulations, the relevant listing rules of the Shanghai Stock Exchange, the Hong Kong Listing Rules, and the formats and reporting rules issued by The Stock Exchange of Hong Kong Limited (hereinafter referred to as "the Hong Kong Stock Exchange"), the Shanghai Stock Exchange and other securities regulatory authorities. Any information that has a material impact on investors' investment decisions shall be disclosed.

Article 21 The Company's directors and senior management shall sign a written confirmation regarding the periodic reports, stating whether the Board's preparation and review procedures comply with laws, administrative regulations, other relevant normative documents and the provisions of domestic and overseas securities regulatory authorities, and whether the content of the reports reflects the Company's actual situation in a timely, truthful, accurate and complete manner.

Senior management, including the Manager Director, Chief Financial Officer and Secretary of the Board, shall prepare draft periodic reports in a timely manner. The financial information contained in periodic reports shall be reviewed by the Audit Committee and submitted to the Board of Directors for deliberation only after obtaining the approval of a majority of all members of the Audit Committee.

Article 22 Where a director is unable to guarantee the truthfulness, accuracy or completeness of the content of a periodic report, or has objections thereto, he or she shall cast a vote against or abstain when the Board of Directors deliberates on the periodic report. Where a member of the Audit Committee is unable to guarantee the truthfulness, accuracy or completeness of the financial information in a periodic report, or has objections thereto, he or she shall cast a vote against or abstain when the Audit Committee reviews the periodic report.

Where directors and senior management are unable to guarantee the truthfulness, accuracy or completeness of the content of periodic reports, or where they have objections, they shall state their reasons and express their views in a written confirmation of opinion, and such views shall be disclosed. Where the Company fails to disclose such information, directors and senior management may apply directly for disclosure.

The grounds for any objections raised by directors and senior management shall be clear, specific and relevant to the content disclosed in the periodic report. When expressing opinions in accordance with the preceding paragraph, directors and senior management shall adhere to the principle of prudence; their responsibility to guarantee the truthfulness, accuracy and completeness of the content of the periodic report shall not be automatically waived merely by the expression of such opinions.

Article 23 Where the Company is ordered by the relevant authorities to rectify errors or false statements in previously disclosed periodic reports, or where the Board of Directors resolves to make corrections, the Company shall, following such an order or the Board's resolution, promptly disclose the matter in accordance with the requirements of relevant laws and regulations, the Hong Kong Listing Rules, and the formats and reporting rules issued by the Hong Kong Stock Exchange and other securities regulatory authorities.

Article 24 In the event of a leak of financial results, rumours regarding financial performance, or abnormal fluctuations in the share price or trading volume of the Company's securities and derivatives prior to the disclosure of periodic reports, the Company shall take appropriate and lawful measures, steps or provide timely clarification in accordance with the relevant listing rules of the Shanghai Stock Exchange, the Hong Kong Listing Rules, the Ordinance, the Guidelines and other provisions of securities regulatory authorities.

Section 2 Disclosure of Ad Hoc Reports and Material Events

Article 25 Any announcements made by the Company other than periodic reports shall be deemed ad hoc announcements.

Article 26 Where a material event occurs that may have a significant impact on the trading price or volume of the Company's securities and derivatives, or may constitute market manipulation, and investors are not yet aware of it, the Company shall, in accordance with relevant regulations, promptly disclose an ad hoc report explaining the cause of the event, its current status and the potential impact.

The material events referred to in the preceding paragraph include, but are not limited to:

(1) Significant events as defined in Article 80(2) of the Securities Law;

(2) The Company incurring substantial liability for compensation;

(3) The Company making substantial provisions for asset impairment;

(4) The Company's shareholders' equity becomes negative;

(5) A major debtor of the Company becomes insolvent or enters bankruptcy proceedings, and the Company has not made adequate provisions for bad debts in respect of the corresponding claims;

(6) Newly enacted laws, administrative regulations, rules or industry policies that may have a material impact on the Company;

(7) The Company implements share-based incentive schemes, share buy-backs, major asset restructurings, or the listing or quotation of assets;

(8) A court order prohibits the controlling shareholder from transferring their shares; or any shareholder's holding of 5% or more of the Company's shares is pledged, frozen, subject to judicial auction, placed in escrow, placed in trust or otherwise restricted in voting rights in accordance with the law, or there is a risk of compulsory transfer;

(9) The Company's principal assets are seized, impounded or frozen; or the Company's principal bank accounts are frozen;

(10) The listed company anticipates a loss in operating results or a significant change in such results;

(11) The main or all business operations come to a standstill;

(12) The Company receives additional income that has a material impact on the current period's profit or loss, which may have a significant effect on the Company's assets, liabilities, equity or operating results;

(13) The appointment or dismissal of the accounting firm responsible for the Company's audit;

(14) Material changes to accounting policies or accounting estimates made at the Company's own initiative;

(15) Where, due to errors in previously disclosed information, failure to disclose in accordance with regulations, or false entries, the company is ordered by the relevant authorities to rectify the situation or the Board of Directors resolves to make corrections;

(16) The Company, or its controlling shareholder, actual controller, directors or senior management, has been subject to criminal penalties, is under investigation by the China Securities Regulatory Commission (CSRC) on suspicion of violations of laws or regulations, has been subject to administrative penalties by the CSRC, or has been subject to significant administrative penalties by other competent authorities;

(17) The Company's controlling shareholder, actual controller, directors or senior management are suspected of serious disciplinary or legal violations or occupational crimes, and have been placed under detention by disciplinary inspection and supervisory authorities, thereby affecting their ability to perform their duties;

(18) Any director or senior management of the Company, other than the Chairman or the Manager Director, is unable to perform their duties normally for a period of three months or more, or is expected to be unable to do so for such a period, due to health reasons or work arrangements, or has been subject to coercive measures by competent authorities on suspicion of illegal or irregular conduct, thereby affecting their ability to perform their duties;

(19) Where a transaction is deemed to be a notifiable transaction or a notifiable connected transaction under the Hong Kong Listing Rules;

(20) Other circumstances requiring disclosure under the regulations and provisions of relevant regulatory authorities, such as the China Securities Regulatory Commission and the stock exchange on which the Company is listed, including but not limited to changes to raised capital investment projects, revisions to performance forecasts and profit projections, share buybacks, profit distribution and the conversion of capital reserves into share capital, and commitments made by the Company and its shareholders.

Where the Company's controlling shareholder or actual controller has a significant influence on the occurrence or progress of a material event, they shall promptly notify the Company in writing of the relevant circumstances of which they are aware and shall cooperate with the Company in fulfilling its information disclosure obligations.

Article 27 Where a subsidiary of the Company experiences a material event as defined in Article 26 or any other event that may have a significant impact on the trading price or volume of the Company's securities and their derivatives, the Company shall fulfil its information disclosure obligations.

Article 28 The Company shall immediately disclose any changes to its name, stock abbreviation, Articles of Association, registered capital, registered address, principal office address and contact telephone number.

Article 29 The Company shall fulfil its information disclosure obligations regarding material events in a timely manner upon the occurrence of the earliest of the following events:

(1) when the board of directors adopts a resolution regarding the material event;

(2) when the relevant parties sign a letter of intent or an agreement regarding the material event;

(3) the Company (including any director or senior management) becomes aware of, or ought to have become aware of, the material event.

Article 30 Where any of the following circumstances arise prior to the relevant time points referred to in the preceding Article, the Company shall promptly disclose the current status of the relevant matters and the risk factors that may affect the progress of the event:

(1) the material event is difficult to keep confidential;

(2) the material event has already been leaked or rumours have emerged in the market;

(3) abnormal trading patterns have emerged in the Company's securities and their derivatives.

Article 31 After the Company has disclosed a material event, if developments or changes in the disclosed material event are likely to have a significant impact on the trading price or volume of the Company's securities or their derivatives, the Company shall promptly disclose such developments or changes and their potential impact in accordance with the following rules:

(1) Where the board of directors or the general meeting of shareholders has passed a resolution regarding the material event, the details of the resolution shall be disclosed promptly;

(2) Where the Company has signed a letter of intent or an agreement with relevant parties regarding the material event, the main contents of the letter of intent or agreement shall be disclosed in a timely manner; Where there are material changes to the contents or performance of the aforementioned letter of intent or agreement, or where it is rescinded or terminated, the circumstances and reasons for such material changes or rescission/termination shall be disclosed in a timely manner;

(3) If the material event requires approval by the relevant authorities, the details of such approval or rejection shall be disclosed in a timely manner;

(4) Where there is a delay in payment in relation to the material event, the Company shall promptly disclose the reasons for the delay and the payment arrangements;

(5) Where the principal subject matter of the material matter has not yet been delivered or transferred, promptly disclose the status of such delivery or transfer; where delivery or transfer has not been completed within three months of the agreed deadline, promptly disclose the reasons for the delay, the current progress and the expected completion date, and publish an update on the progress every thirty days until delivery or transfer is completed;

(6) Where other developments or changes occur that may have a significant impact on the trading price of the Company's shares and their derivatives, the Company shall promptly disclose such developments or changes.

Article 32 The Company shall handle the disclosure of material events in accordance with the "Administrative Measures", the rules of the stock exchange on which the Company is listed, and the provisions of these Regulations; the disclosure standards for the Company's material events shall be subject to the relevant provisions of the stock exchange on which the Company is listed.

Section 3 Transactions Requiring Disclosure

Article 33 The term "transaction" as used in these Rules has the meaning defined in the Hong Kong Listing Rules and the relevant listing rules of the Shanghai Stock Exchange, and includes the following matters:

(1) the purchase or sale of assets, including circumstances deemed to be a sale under the Hong Kong Listing Rules;

(2) External investments (including entrusted asset management, entrusted loans, etc.);

(3) Providing financial assistance (including interest-bearing or interest-free loans, entrusted loans, etc.);

(4) Providing guarantees (including guarantees for controlling subsidiaries, etc.);

(5) Leasing assets or leasing out assets;

(6) Entrusting or being entrusted with the management of assets and business operations;

(7) Gifting or receiving assets;

(8) Restructuring of claims and liabilities;

(9) Entering into licence agreements;

(10) Transfer or acquisition of research and development;

(11) Any transaction involving the following circumstances: where the Company grants, accepts, transfers, exercises or terminates an option to purchase or sell assets or to subscribe for securities;

(12) the entering into or termination of finance leases which have a financial impact on the Company's balance sheet and/or profit and loss account;

(13) the entering into or termination of operating leases which, by reason of their scale, nature or number, have a material impact on the Company's operations;

(14) the Company giving indemnities or guarantees or providing financial assistance (except in the circumstances specified in the Hong Kong Listing Rules);

(15) the entering into of any arrangement or agreement relating to the formation of a joint venture entity (whether established as a partnership, a company or in any other form) (except in the circumstances specified in the Hong Kong Listing Rules);

(16) The waiver of rights (including pre-emptive rights, pre-emptive subscription rights, etc.);

(17) Any other matters deemed by the stock exchange on which the Company is listed to constitute a transaction.

The aforementioned purchase or sale of assets does not include the purchase of raw materials, fuel and power, or the sale of products, goods and other assets related to day-to-day operations; however, such purchases or sales of assets involved in asset swaps are still included.

Such transactions do not include revenue-generating transactions conducted by the Company in the ordinary course of business (as defined in the Hong Kong Listing Rules).

Transactions entered into by the Company (excluding the provision of guarantees to third parties and the provision of financial assistance) shall be disclosed in a timely manner if they meet any of the following criteria:

(1) the total value of the assets involved in the transaction (where both a book value and a valuation exist, the higher of the two shall prevail) accounts for 10% or more of the Company's total audited assets in the most recent financial period;

(2) The transaction value accounts for 10% or more of the Company's market capitalisation;

(3) The net assets of the subject matter of the transaction (e.g. equity interests) for the most recent financial year account for 10% or more of the Company's market capitalisation;

(4) The operating revenue attributable to the subject of the transaction (e.g. equity) in the most recent financial year accounts for 10% or more of the Company's audited operating revenue for the most recent financial year, and exceeds RMB10 million;

(5) The profit generated by the transaction accounts for more than 10% of the Company's audited net profit for the most recent financial year, and exceeds RMB1 million;

(6) The net profit attributable to the transaction subject (e.g. equity) in the most recent financial year accounts for 10% or more of the Company's audited net profit for the most recent financial year, and exceeds RMB1 million.

Where the data relating to the above indicators is negative, the absolute value shall be used for calculation purposes.

Article 34 Where the Company enters into a "guarantee" transaction, in addition to being approved by a majority of all directors, it must also be approved by at least two-thirds of the directors present at the board meeting and disclosed in a timely manner.

Article 35 The Company shall comply with the disclosure requirements and handling procedures (including notification, publication of announcements and shareholder approval (if required), etc.) for transactions in accordance with the transaction classification methods and percentage calculation methods stipulated in the Hong Kong Listing Rules.

Article 36 If the relevant transaction also constitutes a related party transaction, the Company must, in accordance with its "Related Party Transaction Management policy", comply with the relevant disclosure requirements and procedures (including notification, publication of announcements and shareholder approval (if required), etc.) stipulated in the Hong Kong Listing Rules and the relevant listing rules of the Shanghai Stock Exchange.

Article 37 A connected transaction/related party transaction (equivalent to "connected transaction" as defined in the Hong Kong Listing Rules) refers to any matter involving the transfer of resources or obligations between the Company and its controlled subsidiaries and the Company's connected persons (equivalent to "connected persons" as defined in the Hong Kong Listing Rules), including but not limited to the following matters:

(1) Transactions specified under Article 33 of these Regulations;

(2) the purchase of raw materials, fuel and power;

(3) the sale of products and goods;

(4) the provision or receipt of services;

(5) consignment or agency sales;

(6) depositing or borrowing from a financial company of a related party;

(7) Joint investment with related party;

(8) Other matters that may result in the transfer of resources or obligations through contractual arrangements.

Article 38 Where the value of a related-party transaction meets the following thresholds, the Company shall follow the board review procedure subject to the approval of a majority of all independent directors, and shall disclose such transactions in a timely manner:

(1) Related-party transactions with associated natural persons where the transaction amount exceeds RMB300,000 (excluding cases where the Company provides a guarantee);

(2) Related-party transactions with a value of RMB3 million or more involving a related legal entity, provided that such transactions account for 0.5% or more of the absolute value of the Company's most recent audited net assets (excluding guarantees provided by the Company).

Article 39 Directors, senior management, shareholders holding 5% or more of the Company's shares and their persons acting in concert, and the actual controller shall promptly submit to the Company's Board of Directors a list of related parties and an explanation of the related party relationships. The Company shall carry out the deliberation procedures for related party transactions and strictly enforce the system of abstention from voting on such transactions. The parties to the transaction shall not circumvent the Company's related party transaction deliberation procedures and information disclosure obligations by concealing related party relationships or by other means.

Chapter 4 Matters Subject to Deferral or Exemption from Disclosure

Article 40 Where information proposed for disclosure by the Company or relevant parties subject to disclosure obligations involves trade secrets or confidential business information (hereinafter collectively referred to as "trade secrets"), and meets one of the following circumstances, and has not yet been made public or disclosed, such disclosure may be deferred or exempted:

(1) Information relating to core technologies, etc., the disclosure of which may lead to unfair competition;

(2) Information relating to the Company's own operations or the operations of third parties such as customers or suppliers, where disclosure may infringe upon the Company's or such third parties' trade secrets or seriously harm the interests of the Company or such third parties;

(3) Other circumstances where disclosure may seriously harm the interests of the Company or others.

Article 41 Where the Company and relevant parties responsible for information disclosure have sufficient and credible evidence to prove that the information intended for disclosure involves national secrets or other matters whose disclosure may result in a breach of national confidentiality regulations or management requirements (hereinafter collectively referred to as "national secrets"), disclosure shall be exempted in accordance with the law.

The Company and relevant parties responsible for information disclosure shall earnestly fulfil their obligations to safeguard national secrets; they shall not disclose national secrets through any form, including information disclosure, investor Q&A sessions, press releases or interviews, nor shall they use the classification of information as confidential for business promotion purposes.

Article 42 Where, following the deferral or exemption of disclosure of trade secrets by the Company and relevant parties subject to disclosure obligations, any of the following circumstances arise, such information shall be disclosed in a timely manner, accompanied by an explanation of the principal grounds for classifying the information as a trade secret, the internal review procedures followed, and details of any trading in the Company's shares by persons with access to inside information during the period of non-disclosure:

1. The grounds for the suspension or exemption of disclosure have ceased to exist;

2. The information concerned is difficult to keep confidential;

3. The information in question has been disclosed or rumours have emerged in the market.

Article 43 Information subject to deferred or exempted disclosure shall meet the following conditions:

1. The relevant information has not yet been leaked;

2. The relevant insiders have given a written undertaking to maintain confidentiality;

3. There have been no abnormal fluctuations in the trading of the Company's shares and their derivatives.

Article 44 The Company shall exercise due care in determining matters for which disclosure is deferred or exempted, and shall take effective measures to prevent the leakage of information subject to such deferral or exemption. Where the Company decides to defer or exempt the disclosure of specific information, the Company's Secretary of the Board shall be responsible for recording such decisions, which shall be signed and confirmed by the Company's chairman before being properly filed and retained.

Article 45 Should information subject to a suspension or exemption be leaked or market rumours arise, the party responsible for disclosure shall promptly verify the relevant circumstances and make a public disclosure. Where the grounds for the suspension or exemption have ceased to exist or the relevant period has expired, the party responsible for disclosure shall promptly announce the relevant information and disclose the reasons for the previous suspension or exemption, as well as the details of the Company's internal registration and review process.

Chapter 5 Information Disclosure Process

Article 46 Procedures for the drafting, review, circulation and publication of the Company's periodic reports:

(1) Senior management, including the Manager Director, the Chief Financial Officer and the Secretary of the Board, shall promptly prepare a draft of the periodic report and submit it to the Board of Directors for consideration;

(2) The Secretary of the Board shall be responsible for distributing the draft to all directors and senior management for review;

(3) The Chairman is responsible for convening and chairing Board meetings to review the periodic report in accordance with the provisions of the Articles of Association and the Board's Rules of Procedure; following approval, the Company's directors and senior management shall sign written confirmation statements regarding the periodic report;

(4) The Audit Committee shall conduct a preliminary review of the financial information contained in the periodic reports and, following approval by a majority of all members, submit them to the Board of Directors for consideration;

(5) Following signature and approval by the Secretary of the Board, the Chairman or other personnel authorised by the Board, and after reporting or providing explanations to the relevant regulatory authorities in accordance with the relevant regulations, the reports shall be published externally through the prescribed channels and methods within the stipulated timeframe;

(6) The Secretary of the Board shall be responsible for organising the disclosure of periodic reports; prior to the disclosure of periodic reports, the Secretary of the Board shall circulate the draft periodic reports to directors and senior management.

Article 47 Procedures for the drafting, review and disclosure of the Company's ad hoc reports and other material information reports:

(1) Relevant personnel with reporting obligations shall promptly report relevant information to the Chairman or the Secretary of the Board in accordance with the relevant provisions of this policy;

(2) The Board Office shall be responsible for drafting the text of ad hoc announcements;

(3) The Secretary of the Board is responsible for reviewing the draft ad hoc announcement;

(4) Matters proposed for disclosure that require only the consideration and approval of the Board of Directors shall be disclosed externally following their approval at a Board meeting; Proposals and/or relevant materials concerning matters proposed for disclosure that require the approval of the General Meeting of Shareholders shall be disclosed externally in a timely manner, in accordance with regulatory requirements, following the issuance of notices of the General Meeting of Shareholders, circulars to shareholders, etc.;

(5) After submission to the Secretary of the Board, the Chairman or other personnel authorised by the Board for signature and approval, and following reporting or explanation to the relevant regulatory authorities in accordance with the relevant regulations, such information shall be released to the public through the prescribed channels and methods within the stipulated timeframe;

(6) The Secretary of the Board shall be responsible for organising the disclosure of ad hoc reports and shall promptly notify directors and senior management of ad hoc announcements.

Article 48 In the event that the Secretary of the Board receives an enquiry or inquiry from the securities regulatory authority of the listing jurisdiction, and if the matters covered by such enquiry or inquiry constitute a matter requiring disclosure, the Secretary of the Board shall immediately liaise with the relevant functional departments of the Company, as well as its branches and subsidiaries, regarding such matters; coordinate with the relevant parties to actively prepare draft resolutions for the proposed disclosures requiring approval by the Board of Directors or the General Meeting of Shareholders, or provide requirements regarding the content and format of the ad hoc report, and specifically coordinate with the relevant parties to ensure the timely preparation of the draft ad hoc report.

Article 49 The Company's information disclosure is subject to centralised management; no functional department, branch or subsidiary of the Company shall have the authority to publicly release Company information without prior authorisation and approval.

With regard to corporate information that must be disclosed in accordance with the relevant requirements for information disclosure by listed companies, the disclosure time of each subsidiary must not precede that of the Company. All types of public disclosure documents prepared by subsidiaries must be filed with the Company's Board Secretariat prior to publication, following completion of the internal approval process.

Article 50 Reports submitted to the securities regulatory authorities shall be drafted by the Board Office or other departments designated by the Board, and reviewed by the Secretary of the Board. The Secretary of the Board must give written consent before any corporate promotional documents are released externally.

Article 51 Information announcements shall be released externally by the Secretary of the Board. Other directors and senior management shall not release any material information concerning the Company to the public without the written authorisation of the Board.

Chapter 6 Internal Reporting of Material Information

Article 52 To ensure the Company fulfils its obligations regarding the timely, accurate and comprehensive disclosure of material information, the Company implements a reporting policy for material information. Entities subject to information reporting obligations shall strictly comply with this policy when making internal reports on material information.

Article 53 The Company's directors and senior management, the heads of the Company's various departments, branches and controlled subsidiaries, as well as the directors and senior management seconded by the Company to its equity-held companies, shall all be the primary persons responsible for fulfilling information reporting obligations and shall be obliged to report material information of which they become aware within the scope of their authority.

Article 54 Upon the occurrence of, or upon becoming aware of, any of the following events requiring disclosure, the Company's functional departments, branches, subsidiaries and shareholders holding 5% or more of the Company's shares shall promptly and proactively notify the Board Office or the Secretary of the Board:

(1) Where a controlling shareholder intends to transfer their shares in the Company, resulting in a change of the Company's controlling shareholder;

(2) Significant changes in the controlling shareholder's or actual controller's control over the Company;

(3) A court ruling prohibiting the controlling shareholder from transferring their shares;

(4) Where shares held by a shareholder holding 5% or more of the Company's shares are pledged, frozen, subject to judicial auction, placed in custody, placed in trust, or where voting rights are restricted in accordance with the law, or where there is a significant change in the shareholder's shareholding;

(5) Where a shareholder holding 5% or more of the Company's shares experiences changes in interests that require disclosure in accordance with the Ordinance and the relevant listing rules of the Shanghai Stock Exchange;

(6) Where directors and senior management of the Company have changes in their securities interests in the Company and any associated companies, or related transactions, which are required to be disclosed under the Ordinance and the relevant listing rules of the Shanghai Stock Exchange;

(7) Proposed major asset or business restructuring of the Company;

(8) Other circumstances as prescribed by the securities regulatory authorities and stock exchanges in the Company's place of listing.

Article 55 Reports on subsidiaries, reports on shareholdings by directors and senior management, and reports on major shareholders and actual controllers shall be made in accordance with the following provisions.

Chapter 7 Reporting on Subsidiaries

Article 56 In the event of a material incident occurring at a subsidiary of the Company, the subsidiary shall fulfil its information disclosure obligations in accordance with the relevant provisions of this policy and the requirements of the relevant listing rules of the Shanghai Stock Exchange, the Hong Kong Listing Rules, the Ordinance, the Guidelines and other relevant laws, regulations and normative documents; where a material incident occurs at a subsidiary in which the Company holds an equity interest and such incident may have a significant impact on the trading price of the Company's shares and their derivatives, the subsidiary shall fulfil its information disclosure obligations in accordance with the relevant provisions of this policy.

Article 57 The Company's subsidiaries shall establish internal information reporting policy in accordance with the law and appoint a designated person (the "Information Disclosure Officer") to report to and liaise with the Board Office on a regular and ad hoc basis, so as to ensure that the Company's information disclosure complies with the requirements of relevant laws, regulations and normative documents, including the relevant listing rules of the Shanghai Stock Exchange, the Hong Kong Listing Rules, the Ordinance and the Guidelines.

Article 58 Regular reports: Subsidiaries shall submit monthly financial reports, management reports and other materials required by the Company to the Company on a monthly basis, to enable the Company to analyse and review matters relating to their operations, finances, accounts receivable, financing and guarantees.

Article 59 Ad hoc reports: Subsidiaries shall promptly report to the Company any material events that are about to occur or have already occurred, and submit relevant materials (including but not limited to internal resolutions, agreements, government approvals, court judgments, reports from intermediaries, situation briefings, etc.).

Article 60 Controlling subsidiaries shall promptly report the following material matters to the Company's Board of Directors:

(1) Acquisitions or disposals of assets;

(2) Major litigation or arbitration matters;

(3) The conclusion, amendment or termination of important contracts (including, but not limited to, loan agreements, entrustment management agreements, trust management agreements, entrusted wealth management agreements, gift agreements, contracting agreements and lease agreements);

(4) Large-value bank cheques returned unpaid;

(5) Significant operating or non-operating losses;

(6) Suffering of significant losses;

(7) Major administrative penalties;

(8) Inside information that may have a material impact on the price of the Company's securities;

(9) other matters stipulated by laws, regulations, the relevant listing rules of the Shanghai Stock Exchange and the Hong Kong Listing Rules (including connected transactions, reportable transactions, etc.).

Article 61 Controlling subsidiaries shall comply with the following provisions when reporting information to the Company:

(1) Where a controlling subsidiary's implementation of a material event requires the approval of its shareholders' meeting, the controlling subsidiary shall, in accordance with relevant laws, regulations and its articles of association, send a notice of the meeting and relevant materials to the Company;

(2) Where a controlling subsidiary convenes a board meeting, a supervisory board meeting, an audit committee meeting or a general meeting to resolve on a material event, it shall submit the meeting resolutions and a complete set of documents to the Board Secretariat within two working days of the meeting;

(3) Where a controlling subsidiary experiences a material event that does not require approval by its board of directors, general meeting of shareholders, supervisory board or audit committee, the subsidiary shall promptly report such matters to the Company's Secretary of the Board in accordance with the relevant provisions of this policy and submit the required documents; such documents must be signed by the subsidiary's chairman (or his designated authorised representative).

Article 62 The Company is responsible for all information disclosure matters concerning all wholly-owned and equity-invested subsidiaries; no wholly-owned or equity-invested subsidiary may, in contravention of these Rules, independently disclose information regarding material events to external parties.

Article 63 Controlling subsidiaries may formulate specific information disclosure regulations in accordance with these Rules and file them with the Company for the record.

Chapter 8 Reporting of Shareholdings by Directors and Senior Management

Article 64 The Company's directors and senior management shall comply with the relevant listing rules of the Shanghai Stock Exchange, the Hong Kong Listing Rules, the Ordinance, the Rules on the Management of Shares held by Directors and Senior Management of Listed Companies and Changes Therein, and other relevant laws and regulations when holding or trading the Company's shares, including provisions regarding the declaration of interests and insider trading. Where there is a change in the Company shares held by the Company's directors and senior management, they shall report such changes to the Company within two trading days of the occurrence of such event, and the Company shall make an announcement on the website of the stock exchange where the Company is listed.

Article 65 Directors and senior management of the Company shall report to the Company on a regular basis regarding the shares held by themselves, their parents, children and siblings, as well as any trading in the Company's shares.

Article 66 The Secretary of the Board shall be responsible for managing data and information regarding the identities of the Company's directors and senior management and the shares of the Company held by them, shall centrally handle the online reporting of personal information for directors and senior management, and shall regularly review the disclosure of transactions in the Company's shares by directors and senior management.

Chapter 9 Information Reporting by Major Shareholders and Actual Controllers

Article 67 Shareholders holding 5% or more of the Company's shares shall strictly comply with the relevant laws and regulations of the State and the listing jurisdiction, as well as the provisions of these Rules, fulfil their corresponding information disclosure obligations, and observe the discipline of information disclosure:

(1) Provide materials relating to information disclosure in a truthful, accurate and complete manner;

(2) They shall be responsible for providing relevant disclosure documents to the Board Office or the Secretary of the Board in accordance with the requirements of the periodic reporting schedule or immediately upon the occurrence of any material ad hoc event;

(3) Not disclose information to any third party prior to its formal disclosure, unless otherwise provided for by laws or regulations.

Article 68 Where any of the following events occur involving the Company's shareholders or actual controllers, they shall proactively notify the Company's Board of Directors and submit relevant documentation (including but not limited to internal resolutions, agreements, government approvals, court judgments, reports from intermediaries, situation briefings, etc.), cooperate with the Company in fulfilling its corresponding information disclosure obligations, and continuously report the progress of the event to the Company:

(1) Where there is a significant change in the shareholding or control of the Company by a shareholder holding 5% or more of the Company's shares or by the actual controller; or where there is a significant change in the actual controller of the Company or other enterprises under their control engaging in business activities identical or similar to those of the Company;

(2) Where a court ruling prohibits a controlling shareholder from transferring their shares, or where shares held by any shareholder representing 5% or more of the Company's total shares are pledged, frozen, subject to judicial auction, placed in custody, placed in trust, or have their voting rights restricted in accordance with the law, or where there is a risk of compulsory transfer;

(3) Proposed major asset or business restructuring of the company;

(4) Other circumstances as prescribed by the China Securities Regulatory Commission.

Article 69 Where relevant information has been disseminated in the media or abnormal trading patterns have emerged in the Company's securities or their derivatives prior to the lawful disclosure of such information, the shareholder or actual controller shall promptly and accurately submit a written report to the Company and cooperate with the Company to make a timely and accurate public announcement.

Shareholders and actual controllers of the company shall not abuse their shareholder rights or dominant position, nor shall they demand that the company provide them with inside information.

Article 70 When the Company issues shares to specific parties, its controlling shareholders, actual controllers and the parties to whom the shares are issued shall promptly provide the Company with relevant information and cooperate with the Company in fulfilling its information disclosure obligations.

Article 71 Shareholders or actual controllers holding 5% or more of the Company's shares through agency or trust arrangements shall promptly inform the Company of the details of the principal and cooperate with the Company in fulfilling its information disclosure obligations.

Chapter 10 Division of Responsibilities for Information Disclosure

Article 72 The Company's Board of Directors shall exercise overall leadership and management over information disclosure work. The Chairman shall be the primary person responsible for information disclosure, whilst the Secretary of the Board shall be the principal person responsible for information disclosure work and shall be in charge of managing such work.

Article 73 Directors, members of the Board of Directors and the Audit Committee, the Manager Director, Deputy Manager Directors, the Chief Financial Officer and other senior management shall cooperate with the Secretary of the Board in matters relating to information disclosure and shall provide the necessary support to enable the Secretary of the Board and the Board Office to fulfil their duties.The Board of Directors, the Audit Committee and the Company's management shall establish effective mechanisms to ensure that the Secretary of the Board is informed of material information concerning the Company at the earliest opportunity, thereby guaranteeing the timeliness, accuracy, fairness and completeness of information disclosure.

Article 74 Duties of the Board of Directors and Directors

(1) Directors shall ensure that the content of information disclosures is true, accurate and complete, free from false or misleading statements or material omissions, and shall bear individual and joint liability for the truthfulness, accuracy and completeness of such disclosures;

(2) Directors shall understand and maintain a continuous focus on the Company's business operations, financial position, and any material events that have occurred or may occur, along with their implications, and shall proactively investigate and obtain the information necessary for decision-making;

(3) The Board shall ensure that the Company has a sound information disclosure mechanism in place, shall regularly conduct self-inspections of the implementation of the Company's information disclosure management policy, shall rectify any issues discovered in a timely manner, and shall disclose the implementation status of the Company's information disclosure management policy in the annual Board report.

Article 75 Duties of the Audit Committee and its Members

(1) The Audit Committee shall supervise the conduct of the Company's directors and senior management in the performance of their information disclosure duties; monitor the Company's information disclosure practices; and, should any violations of laws or regulations be identified, conduct an investigation and propose recommendations for resolution;

(2) The financial information contained in periodic reports shall be reviewed by the Audit Committee and submitted to the Board of Directors for consideration only after approval by a majority of all members of the Audit Committee.

Article 76 The Company's independent non-executive directors and the Audit Committee are responsible for overseeing this policy. The independent non-executive directors and the Audit Committee shall conduct regular or ad hoc inspections of the implementation of this policy; should any material deficiencies be identified, they shall promptly propose recommendations for resolution and urge the Board of Directors to rectify them. Should the Board of Directors fail to rectify such deficiencies, they shall immediately report the matter to the stock exchange on which the Company is listed. The independent non-executive directors and the Audit Committee shall disclose the results of their inspections regarding the implementation of this policy in the annual performance report of the independent non-executive directors and the annual report of the Audit Committee.

Article 77 Duties of Senior Management:

(1) Senior management shall be responsible for managing information disclosure matters within their respective areas of responsibility, and shall promptly report to the Board of Directors on any material events arising in relation to the Company's operations or finances, developments or changes in previously disclosed events, and other relevant information;

(2) Senior management shall act with due diligence, monitor the preparation of information disclosure documents, ensure that periodic and ad hoc reports are disclosed within the prescribed time limits, and cooperate with the Company and other parties subject to information disclosure obligations in fulfilling such obligations.

Chapter 11 The Permanent Body for Information Disclosure and the Secretary of the Board

Article 78 The Board Office serves as the Company's permanent body for information disclosure and the reception point for visiting shareholders; its head is the Secretary of the Board.

Article 79 In the management of information disclosure affairs, the Board Office shall undertake the following information disclosure duties:

(1) handling daily communication with relevant regulatory authorities;

(2) Reviewing the legality and compliance of information disclosure documents;

(3) Participating in the organisation and coordination of the preparation, submission and announcement of information disclosure documents, including annual reports, interim reports and other periodic reports, as well as ad hoc reports;

(4) Handling equity management matters in detail, monitoring the shareholdings of directors and senior management, and maintaining relevant records;

(5) Continuously monitoring public reports concerning the Company and the trading activity of the Company's securities, promptly ascertaining the actual situation and making recommendations regarding information disclosure;

(6) Respond, where authorised, to requests from relevant regulatory authorities for the company to address media reports or market rumours involving inside information;

(7) Keep abreast of updates to regulations relating to information disclosure and promptly propose amendments to the company's information disclosure management policies;

(8) Be responsible for collecting information on significant events occurring at subsidiaries, major shareholders and related parties, and report and disclose such information in accordance with relevant regulations;

(9) Perform other duties as prescribed by laws, regulations and normative documents.

Article 80 The Secretary of the Board serves as the liaison between the Company and the stock exchange where the Company's shares are listed, and is responsible for ensuring timely communication and liaison between the Company, relevant parties, and the stock exchange where the Company's shares are listed, as well as other securities regulatory authorities. The Secretary of the Board shall undertake the following information disclosure duties:

(1) Organising the preparation and timely submission of documents required by domestic and overseas securities regulatory authorities, and organising the completion of tasks assigned by relevant regulatory authorities;

(2) Coordinating and organising the Company's information disclosure matters, compiling information required to be disclosed by the Company and reporting it to the Board, and continuously monitoring media coverage of the Company whilst proactively verifying the accuracy of such reports;

(3) Attend shareholders' meetings, Board meetings, Audit Committee meetings and relevant senior management meetings to gain an understanding of the Company's financial and operational position, and review all documents relating to information disclosure matters;

(4) With regard to confidentiality matters relating to the Company's information disclosure, formulate confidentiality measures to ensure that all members of the Board of Directors and relevant insiders maintain confidentiality prior to the formal disclosure of such information; and, in the event of a leak of inside information, promptly take remedial measures to provide explanations and clarifications;

(5) Monitor changes in the prices and trading volumes of the company's securities and derivatives; in the event of abnormal fluctuations, review public reports and bring the matter to the attention of the Board to ensure timely disclosure or clarification;

(6) Coordinate investor relations, receive visiting investors, respond to investor enquiries, and provide investors with the company's disclosed materials;

(7) Assist the Company in conducting training on the information disclosure policy, providing relevant training on the information disclosure policy to directors, senior management, and other personnel and departments with information disclosure responsibilities;

(8) Perform other duties relating to information disclosure as stipulated by laws, regulations, normative documents and the Company's Secretary of the Board Work Regulations.

Article 81 The Board of Directors shall appoint a Securities Affairs Representative to assist the Secretary of the Board in carrying out information disclosure duties.

Article 82 The Company shall provide the Secretary of the Board with the necessary facilities to perform his or her duties, and directors, senior management and relevant personnel of the Company shall support and cooperate with the Secretary of the Board's work.

Article 83 Where the Company's Secretary of the Board is unable to perform his or her duties, the Securities Affairs Representative shall assume the duties of the Secretary of the Board. During this period, the Secretary of the Board shall not be automatically relieved of his or her responsibilities regarding the Company's information disclosure matters.

Chapter 12 Documents management

Article 84 The Board Office shall be responsible for the management of the archives of the Company's external information disclosure documents (including periodic reports and ad hoc reports). Documents relating to shareholders' meetings, board meetings and information disclosure shall be archived and stored in separate, categorised files.

Article 85 The Board Office shall ensure the proper safekeeping of all documents and materials relating to the performance of information disclosure duties by the Company's directors and senior management.

Article 86 The Board Office shall designate a specific person to be responsible for records management.

Chapter 13 Confidentiality Measures

Article 87 Company directors, senior management and other staff members who, by virtue of their work, have access to information subject to disclosure, are bound by a duty of confidentiality. The Company may, depending on the circumstances, require relevant personnel with access to such information to sign confidentiality agreements.

Article 88 The Company's Board of Directors shall take necessary measures to limit the number of persons with access to information to the minimum necessary prior to public disclosure. With regard to information that may affect the rise or fall of the Company's share price, no department or individual of the Company shall publicly disclose such information prior to its public disclosure.

Article 89 Prior to the lawful disclosure of inside information, no person with access to such information shall disclose or leak it, nor shall they communicate or imply such information to any unauthorised persons. In the course of their duties, they must properly safeguard relevant reports, financial data, draft proposals, motions, resolutions, letters of intent and similar documents in accordance with relevant regulations; unauthorised persons shall not seek to obtain such inside information from those with access to it.

Article 90 The Chairman and Manager Director shall be the primary persons responsible for the Company's confidentiality work; Deputy Manager Directors and other senior management shall be the primary persons responsible for confidentiality within their respective areas of responsibility; and the heads of each department and subsidiary shall be the primary persons responsible for confidentiality within their respective departments and subsidiaries.

Article 91 Without the approval of the Board of Directors, any unauthorised disclosure of material information or economic indicators in public forums or to the media will result in the Board holding the relevant parties directly liable, depending on the severity of the offence or the extent of the loss and impact caused to the Company. Violations of relevant laws and regulations shall be dealt with in accordance with such laws and regulations.

Article 92 The Company reserves the right to hold liable any consultants, staff of intermediary organisations, or related parties engaged by the Company who cause loss to the Company through the unauthorised disclosure of Company information.

Chapter 14 Supervision of Financial Management and Accounting

Article 93 The Company implements an internal audit system and employs full-time audit staff to conduct internal audit supervision of the Company's financial receipts and expenditures and economic activities.

Article 94 The Company's internal audit body shall conduct regular or ad hoc supervision of the establishment and implementation of the internal control system for financial management and accounting, and shall report the results of such supervision to the Board of Directors on a regular basis.

Article 95 Prior to the disclosure of the Company's financial information, the internal control system for financial management and accounting shall be implemented.

Article 96 The financial accounting report in the Company's annual report shall be audited by an accounting firm that complies with the provisions of the Securities Law. The annual report shall not be disclosed without such an audit.

Chapter 15 Information Disclosure and Communication with External Stakeholders

Article 97 The Board Office serves as the Company's investor relations department, and the Secretary of the Board, as the person in charge of investor relations activities, is responsible for the overall coordination and arrangement of the Company's investor relations work. No person may conduct investor relations activities without the consent of the Secretary of the Board. A comprehensive record shall be maintained of investor relations activities; such records shall include, at a minimum, the participants, time, location and content of the activities.

Article 98 With regard to Company information published via media designated by the stock exchange where the Company is listed, materials and speaking notes used when attending meetings organised by external bodies or giving interviews, as well as information published on the Company's external website, if such information contains details that may have a significant impact on the trading price or volume of the Company's securities and derivatives, or on investors' investment decisions, and which is not yet known to investors, must be submitted to the Board Office or the Secretary of the Board for review prior to external publication or the interview.

Article 99 Should any information or news appear on the Company's internal intranet, internal publications or other information carriers that is unsuitable for publication, the Secretary of the Board shall have the authority to prevent its release.

Article 100 Information intended for wide internal circulation, such as various internal documents, meeting materials and speeches by senior management from briefings, commendation ceremonies or similar meetings held by the Company's functional departments, branches and subsidiaries, as well as relevant content published on the Company's internal intranet or in internal publications, must not contain information that may have a significant impact on the trading price or volume of the Company's securities and derivatives, or on investors' investment decisions, and which is not yet known to investors.

Article 101 Company employees must not accept any interviews regarding the company without authorisation. No person may disclose any confidential information concerning the company to external parties.

Article 102 Persons authorised to disclose information shall strictly comply with the relevant regulations on information disclosure when receiving visits from external parties (including investors, securities analysts or the media), and shall release information only within the scope of their authorisation. They shall seek the advice of the Secretary of the Board regarding information disclosure and shall refrain from answering questions involving inside information.

When the Company communicates with any institution or individual regarding its business operations, financial condition or other events through means such as earnings briefings, analyst meetings, roadshows or investor research sessions, it must not provide inside information.

Article 103 Persons authorised by the Company to make disclosures shall refrain from commenting specifically on securities analysts' reports or forecasts, or from making predictions regarding profits, revenue or other financial or business matters to any person; nor shall they selectively disclose inside information to analysts, investors or journalists.

Article 104 The Company may release relevant information through various means, such as press releases or press conferences; however, information disclosed in other public media that falls within the scope of these regulations must not precede the designated disclosure channels, and the content must be substantially consistent with the official announcements; furthermore, such forms of disclosure shall not replace the Company's official announcements.

Article 105 The Company shall closely monitor all media reports concerning the Company and relevant market rumours. Where undisclosed information appearing in media reports may have a material impact on the price or trading volume of the Company's securities, or where false market conditions have arisen or are likely to arise, the Company has a duty to issue a clarification upon becoming aware of such matters, or to report to and make an announcement to the stock exchange where the Company's securities are listed, upon its request.

Article 106 If the Company wishes to respond to market rumours concerning the Company or media reports containing false or inaccurate information, it shall do so by issuing a formal announcement.

Article 107 The Company shall provide all information relevant to the practice of their business to the sponsors and securities service providers engaged by the Company, and shall ensure that such information is true, accurate and complete; the Company shall not refuse to provide, conceal or misrepresent such information.

Article 108 Persons responsible for information disclosure shall, in accordance with relevant laws, regulations and the requirements of these Rules, earnestly fulfil their duties regarding the collection, transmission, preparation, review, deliberation and disclosure of information, ensuring that the Company's information disclosure documents are true, accurate, complete and compliant, and preventing material errors in information disclosure. Material errors in information disclosure include:

(1) The presence of material misstatements, where information is not based on objective facts and does not truthfully reflect the actual situation;

(2) Contains materially misleading statements or information that is not objective;

(3) Contains material omissions or errors, the content is incomplete, the documentation is incomplete, or the format does not comply with the relevant requirements;

(4) Other circumstances specified by the securities regulatory authorities and the stock exchange where the Company is listed.

Article 109 Where dereliction of duty or a breach of the provisions of these Rules results in material errors in the Company's disclosure of information or causes loss to the Company, the Board of Directors shall, depending on the severity of the circumstances or the extent of the loss and impact on the Company, hold the relevant parties and responsible persons directly liable. Breaches of relevant laws and regulations shall be dealt with in accordance with such laws and regulations.

Chapter16 Supplementary Provisions

Article 110 Matters not covered by these Regulations shall be governed by the relevant laws, regulations, normative documents, the Hong Kong Listing Rules, the Ordinance and the Company's Articles of Association; Where there is any inconsistency between these Regulations and the relevant laws, regulations, normative documents, the Hong Kong Listing Rules, the Ordinance or the Articles of Association, the provisions of the relevant laws, regulations, normative documents, the Hong Kong Listing Rules, the Ordinance and the Articles of Association shall prevail; Should these Regulations conflict with laws, regulations, normative documents, the Hong Kong Listing Rules, the Ordinance or the Articles of Association as amended through lawful procedures promulgated by the State in the future, they shall be implemented in accordance with the relevant laws, regulations, normative documents, the Hong Kong Listing Rules, the Ordinance and the Articles of Association, and shall be amended accordingly.

Article 111 These Regulations shall come into force and be implemented upon approval by the Company's Shareholders' general meeting.

Article 112 The Board of Directors of the Company shall be responsible for amending and interpreting these Rules.

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 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary general meeting (the "2026 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 Monday, 8 June 2026 at 1:30 p.m. for the following purposes:–

1. Ordinary Resolution: "To consider and approve and confirm the Proposed Related Party Transactions with Fudan University and Guosheng Investment 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 22 May 2026)".

2. Ordinary Resolution: "To consider and approve the amendment of the information disclosure management policy."

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

Hong Kong, 22 May 2026

Notes:

1. Persons who hold H Shares of the Company and whose names appear on the Register of Members of the Company as at 8 June 2026 shall be entitled to attend the 2026 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 2026 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 48 hours before the time appointed for the holding of the 2026 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 3 June 2026 to 8 June 2026 (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 8 June 2026 shall be entitled to attend the 2026 Second EGM. To be qualified to attend the 2026 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 2 June 2026.

5. Shareholders or their proxies shall provide their identification documents when attending the 2026 Second EGM. If corporate Shareholders appoint authorised representative to attend the 2026 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 2026 Second EGM.

6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the 2026 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 2026 Second EGM shall be responsible for their own travel and accommodation expenses.

8. Information containing further details regarding the proposed resolution set out in the above notice as required by the Listing Rules are set out in the circular of the Company dated 22 May 2026.

* *For identification purposes only*