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上海復旦微電子集團股份有限公司

Shanghai Fudan Microelectronics Group Company Limited*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 1385)

**INSIDE INFORMATION
FURTHER ANNOUNCEMENT REGARDING TO THE PROPOSED CHANGE OF
THE LARGEST SHAREHOLDER**

This announcement is made by the board (the “Board”) of directors of Shanghai Fudan Microelectronics Group Company Limited* (the “Company”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Reference is made to the announcements (the “Announcements”) in relation to the signing of a share transfer agreement by shareholder holding over 5% shares of the Company and the proposed change of the largest shareholder which dated 16 November 2025, 23 December 2025 and 22 May 2026. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcements.

As the relevant procedures referred to the share transfer agreement (the “Formal Agreement”) are still in progress, and considering that these procedures will take time to complete, and given that the Company approved the 2025 profit distribution plan on 22 May 2026, and completed the vesting and listing procedures for the third vesting period (first and second batches) of the reserved grants under the 2021 A Shares Restricted Share Incentive Scheme on 19 January 2026 and 20 April 2026, Fuxin Fangao and Guosheng Investment signed a supplemental agreement (“Supplemental Agreement”) to the Formal Agreement on 26 June 2026, setting forth supplementary terms regarding the proportion of the target shares, the transaction price, and the final completion date. The main supplemental terms are as follows:

1. Given that the Company completed the vesting and listing procedures for the third vesting period (second batches) of the reserved grants under the 2021 A Shares Restricted Share Incentive Scheme on 20 April 2026, the total number of the Company’s shares has changed to 823,719,250 shares. Both parties confirm that the number of target shares held by the transferor remains unchanged, and the proportion of such shares relative to the Company’s total number of shares has changed from 12.99% to 12.96% accordingly.
2. The Company’s shareholders’ meeting held on 22 May 2026, reviewed and approved the 2025 profit distribution plan, which approved the payment of a cash dividend of RMB 0.58 (tax inclusive) per 10 shares to all shareholders. Both parties confirm that if the proposed profit distribution plan is fully implemented prior to the completion of the registration of the share transfer in this transaction, the transfer price for this transaction will be adjusted to RMB 5,138,195,660 in accordance with the terms of the Formal Agreement, and the amount of the third installment of the transaction price will be adjusted to RMB 2,051,564,060 accordingly.
3. Both parties agreed to extend the final completion date of the transfer of shares specified in the Formal Agreement from 30 June 2026 to 31 October 2026.

The Company will continue to monitor the developments regarding to the transfer of shares closely and will, in conjunction with the parties to the transaction, fulfil its disclosure obligations in a timely manner.

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

Shanghai, PRC, 26 June 2026

As at the date of this announcement, the Company's executive Directors are Mr. Zhang Wei and Mr. Shen Lei; non-executive Directors are Ms. Yan Na, Mr. Zhuang Qifei, Ms. Zhang Rui and Mr. Song Jiale, and independent non-executive Directors are Ms. Shi Yanling, Ms. Wang Meijuan, Mr. Hu Xue and Mr. Zhang Yu Ming; employee Director is Mr. Shen Mingjie.

** For identification purposes only*