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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
ESTABLISHMENT OF AN INDUSTRIAL FUND AND RELATED PARTY
TRANSACTION**

This announcement is made by the Board of Directors of Shanghai Fudan Microelectronics Group Company Limited pursuant to Rule 13.09 of 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).

(A) Overview of the collaboration

(1) Basic Overview of the collaboration

In order to capitalise on opportunities for development in the integrated circuit industry, leverage the resource advantages and management expertise of specialist investment institutions, further expand the Company's industrial footprint in cutting-edge integrated circuit technologies, and strengthen the expansion of the Company's product application areas, the Company intends to subscribe, as a limited partner, with its own funds not exceeding RMB 300 million (inclusive) to the Industrial Fund established by Guosheng Capital. The Company intends to enter into a Partnership Agreement and related legal documents with the general partner and other fund partners in respect of the aforementioned Investment.

At the 16th meeting of the 10th Board of Directors held on 17 August 2026, as well as at the 3rd special meeting of independent directors of the 10th Board of Directors and the 5th meeting of the strategy and investment committee of the 10th Board of Directors which held previously, the Company considered and approved the 'Proposal on Participation in the establishment of an Industrial Fund and related party transactions', agreeing that the Company should sign a Memorandum of Understanding to cooperate and subscribe for units in the Industrial Fund up to a limit of RMB 300 million (inclusive), and authorising the Company's management to sign the Partnership Agreement and relevant legal documents with the general partner and other fund partners.

The Investment constitutes a related party transaction as defined in the listing rules of Shanghai Stock Exchange Science and Technology Innovation Board. It does not constitute a major asset reorganisation as defined in the 'Measures for the Administration of Major Asset Reorganisations of Listed Companies'.

The related party relationship in connection with the Investment arises solely from the fact that Guosheng Investment intends to acquire 106,730,000 A Shares of the Company held by Fuxin Fangao by way of a transfer by agreement. Upon completion of the transfer, Guosheng Investment will become a shareholder holding more than 5% of the Company's shares; furthermore, Guosheng Investment is a wholly-owned subsidiary of Guosheng Group, Guosheng Group is the controlling shareholder of Guosheng Capital, which is the general partner of the Industrial Fund. As at the date of this announcement, Guosheng Investment has not become a substantial shareholder or a Connected Person of the Company, nor has the Company entered into a formal Partnership Agreement. Therefore, the proposed related party

transaction 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.

This transaction is still subject to approval by the shareholders' meeting of the Company.

Types of investment	Subscription to units in a fund established by a private fund organizer
Name of private equity fund	Shanghai Rongsheng Industrial Innovation Fund Partnership (Limited Partnership) (provisional name; subject to final corporate registration)
Investment amount	Confirmed; the specific amount is not exceeding RMB 300 million (inclusive)
Methods of contribution	Cash (from own or self-raised funds)
The status of the Company or its subsidiary in a fund	Limited partner/investor
Investment scope of private equity funds	Investments in companies within the same industry, those upstream and downstream in the Company's supply chain, the aerospace sector, the integrated circuit sector, convergence sectors, and leading enterprises in scientific and technological innovation, etc.

(2) Participation in the decision making and approval processes for Industrial Fund

At the 16th meeting of the 10th Board of Directors held on 17 August 2026, as well as at the 3rd special meeting of independent directors of the 10th Board of Directors and the 5th meeting of the strategy and investment committee of the 10th Board of Directors which held previously, the Company considered and approved the 'Proposal on Participation in the establishment of an Industrial Fund and related party transactions', agreeing that the Company should sign a Memorandum of Understanding to cooperate and subscribe for units in the Industrial Fund up to a limit of RMB 300 million (inclusive), and authorising the Company's management to sign the Partnership Agreement and relevant legal documents with the general partner and other fund partners.

(3) Explanation regarding related party transaction and material asset restructuring matters

The Investment constitutes a related party transaction as defined in the listing rules of Shanghai Stock Exchange Science and Technology Innovation Board. It does not constitute a major asset reorganisation as defined in the 'Measures for the Administration of Major Asset Reorganisations of Listed Companies'. This transaction is still subject to approval by the shareholders' meeting of the Company.

(B) Basic information on the partners

The Industrial Fund will have two general partners: Guosheng Capital and Junsheng Xiechuang.

(1) Fund manager, general partner and managing partner: Guosheng Capital

The basic details are as follows:

Full name of the legal entity/organisation	Shanghai Guosheng Capital Management Co., Ltd.
Nature of the Parties to the Agreement	Other organisations or bodies
Type of business	Other limited liability companies
Unified Social Credit Code	91310000MA1FL5983F
Registration Code	P1068692
Date of registration	17 July 2018
Legal Representative / Managing Partner	Harman
Date of establishment	8 April 2018
Registered capital/contributed capital	RMB 100 million
Paid-up capital	RMB 100 million
Registered address	Room 201, Block 1, No. 11, Lane 1352, Yuyuan Road, Changning District, Shanghai
Major Shareholders/Controlling Shareholders	Shanghai Guosheng (Group) Co., Ltd. holds 70.3% of its equity interest
Core Business / Key Investment Areas	Equity investment management, equity investment, asset management [Business activities requiring approval in accordance with the law may only be carried out following approval by the relevant authorities]
Whether the person is a defaulting debtor	No
Any relationship	Yes: Please refer to the explanation of related party relationships for further details.

Explanation of related party relationships: In December 2025, the Company's largest shareholder, Fuxin Fangao, signed the 'Share Transfer Agreement between Shanghai Fuxin Fangao Integrated Circuit Technology Co., Ltd. and Shanghai Guosheng Group Investment Co., Ltd. concerning Shanghai Fudan Microelectronics Group Co., Ltd.' with Guosheng Investment. Guosheng Investment intends to acquire 106,730,000 A Shares of the Company held by Fuxin Fangao by way of a transfer by agreement. Upon completion of the transfer, Guosheng Investment will become a shareholder holding more than 5% of the Company's shares. Guosheng Investment is a wholly-owned subsidiary of Guosheng Group, and Guosheng Group is the controlling shareholder of Guosheng Capital. In accordance with the relevant provisions of the listing rules of Shanghai Stock Exchange Science and Technology Innovation Board, and based on the principle that substance prevails over form, Guosheng Capital is a related party of the Company. Thus, this transaction constitutes a joint investment with a related party and therefore constitutes a related party transaction.

(2) General partner and managing partner of the Fund: Junsheng Xiechuang

Full name of the legal entity/organisation	Shanghai Junsheng Xiechuang Private Equity Fund Management Co., Ltd.
Nature of the Parties to the Agreement	Other organisations or bodies
Type of business	Other limited liability companies
Unified Social Credit Code	91310000MA1FL53J5X
Registration Code	P1072002
Date of registration	24 May 2021
Legal Representative / Managing Partner	Li Baibing
Date of establishment	2 February 2018
Registered capital/contributed capital	RMB 10 million
Paid-up capital	RMB 10 million
Registered address	Rooms B-201 and B-202, 2nd Floor, Block 2, 515 Shennan Road, Minhang District, Shanghai
Major Shareholders/Controlling Shareholders	Shanghai Guosheng (Group) Co., Ltd. holds 25.9% equity interests; Shanghai Lianxin Zhiting Enterprise Management Centre (Limited Partnership) holds 25.8% equity interests; Aerospace Investment Holdings Co., Ltd. holds 20.20% equity interests; Shanghai Guohe Modern Service Industry Equity Investment Management Co., Ltd. Holds 13.10% equity interests; Shanghai Zizhu High-Tech Zone (Group) Co., Ltd. holds 5.00% equity interests; Shanghai Linchuang Investment Management Co., Ltd. holds 2.5% equity interests; Orient International Group Shanghai Investment Co., Ltd. holds 2.5% equity interests; Shanghai Zhongfu Asset Management Centre (Limited Partnership) holds 2.5% equity interests; and Shanghai Yidian (Group) Co., Ltd. holds 2.5% equity interests
Core Business / Key Investment Areas	Private equity fund management and venture capital fund management services (business operations may only be conducted after registration and filing with the China Securities Investment Fund Association). (With the exception of projects requiring approval in accordance with the law, business operations may be conducted independently in accordance with the law on the basis of the business licence)
Whether the person is a defaulting debtor	No
Any relationship	No

(3) Limited partner

1. Basic Information on Shanghai Da Linghao Bay Qihang Private Equity Investment Fund Partnership (Limited Partnership)

Full name of the legal entity/organisation	Shanghai Da Linghao Bay Qihang Private Equity Investment Fund Partnership (Limited Partnership)
Unified Social Credit Code	91310000MAEXPHFR1F
Date of registration	17 October 2025
Registered address	3rd Floor, Block B, 940 Jianchuan Road, Minhang District, Shanghai
Managing partner	Shanghai Da Linghao Wan Private Equity Fund Management Co., Ltd.
Registered capital	RMB 1.0001 billion
Core Business	General Business Activities: Engaging in equity investment, investment management, asset management and other activities through private equity funds (business operations may only commence after registration and filing with the China Securities Investment Fund Association). (With the exception of activities requiring approval in accordance with the law, business operations may be conducted independently in accordance with the law on the basis of the business licence.)
Major Shareholders/Controlling Shareholders	Shanghai Da Linghao Bay Private Equity Fund Management Co., Ltd. holds 0.01% equity interests Shanghai Minhang Financial Investment and Development Co., Ltd. holds 99.99% equity interests
Any relationship	No

2. Basic Information on Shanghai Xin Zhuang Industrial Zone Economic and Technological Development Co., Ltd.

Full name of the legal entity/organisation	Shanghai Xin Zhuang Industrial Zone Economic and Technological Development Co., Ltd.
Unified Social Credit Code	91310112630403488F
Date of registration	4 September 1995
Registered address	3688 Jindu Road, Minhang District, Shanghai
Legal Representative	Wang Yangyang
Registered capital	RMB 2.8035 billion
Core Business	Licensed Activities: Property development and management; construction works. (For activities requiring approval in accordance with the law, business operations may only commence following approval by the relevant authorities; specific business activities shall be subject to the approval documents or licences issued by the relevant authorities.) General Activities: Park management services; investment activities using own funds; leasing of non-residential property; property management; hotel management; landscaping works; sale of building materials; sale of lightweight building materials; sale of metal structures; sale of steel reinforcement products for construction; sale of metal materials; trade brokerage; technical services, technical development, technical consultancy, technical exchange, technology transfer and

	technology promotion; residential property letting. (Except for items requiring approval in accordance with the law, business operations may be conducted independently in accordance with the law upon presentation of the business licence.)
Major Shareholders/Controlling Shareholders	Shanghai Minhang District State-owned (Collective) Assets Supervision and Administration Commission holds 100% equity interests
Any relationship	No

3. Basic Information on Shanghai Pudong Pilot Zone Haitong Private Equity Investment Fund Partnership (Limited Partnership)

Full name of the legal entity/organisation	Shanghai Pudong Pilot Zone Haitong Private Equity Investment Fund Partnership (Limited Partnership)
Unified Social Credit Code	91310000MACWCPWW76
Date of registration	30 August 2023
Registered address	Room 217-03, Ground Floor, Building 1, No. 3000 Longdong Avenue, China (Shanghai) Pilot Free Trade Zone
Managing partner	Cathay Haitong Kaiyuan Investment Limited
Registered capital	RMB 4 billion
Core Business	General Business Activities: Engaging in equity investment, investment management, asset management and related activities through private equity funds (business operations may only commence after registration and filing with the China Securities Investment Fund Association). (Except for activities requiring approval in accordance with the law, business operations may be conducted independently in accordance with the law on the basis of the business licence.)
Major Shareholders/Controlling Shareholders	Cathay Haitong Kaiyuan Investment Co., Ltd. holds 32.5% equity interests Shanghai Pudong Leading Zone Investment Centre (Limited Partnership) holds 25% equity interests Shanghai Guosheng (Group) Co., Ltd. holds 20% equity interests other parties hold 22.5% equity interest
Any relationship	No

4. Basic Information on the Shanghai State-Owned Enterprise Reform and Development Phase III Private Equity Investment Fund Partnership (Limited Partnership)

Full name of the legal entity/organisation	Shanghai State-Owned Enterprise Reform and Development Phase III Private Equity Investment Fund Partnership (Limited Partnership)
Unified Social Credit Code	91310000MACJWUGB46
Date of registration	5 June 2023
Registered address	Room 801-8, No. 41, Lane 1661, Jia Luo Road, Jiading District, Shanghai
Managing partner	Shanghai Guosheng Capital Management Co., Ltd.
Registered capital	RMB 5.616 billion

Core Business	General Business Activities: Engaging in equity investment, investment management, asset management and related activities through private equity funds (business operations may only commence after registration and filing with the China Securities Investment Fund Association). (Except for activities requiring approval in accordance with the law, business operations may be conducted independently in accordance with the law on the basis of the business licence.)
Major Shareholders/Controlling Shareholders	Shanghai Guosheng (Group) Co., Ltd. holds 36.25356% equity interests Shanghai International Group Co., Ltd. holds 17.80627% equity interests Shanghai Urban Construction (Group) Co., Ltd. holds 17.80627% equity interests Shanghai Urban Investment (Group) Co., Ltd. holds 17.80627% equity interests other parties hold 10.32763% equity interests
Any relationship	Yes: Please refer to the explanation of related party relationships for further details.

5. Basic information regarding other limited partners. Discussions are currently underway between the general partner and the managing partner and the other limited partners. Further details will be disclosed in subsequent progress announcements.

(C) Key Information on joint investment with Industrial Fund

(1) Details of the joint investment Industry Fund

1. Basic Information about the Fund

Fund name	Shanghai Rongsheng Industrial Innovation Fund Partnership (Limited Partnership) (provisional name; subject to final corporate registration)
Unified Social Credit Code	Subject to actual registration
Name of the Fund manager	Shanghai Guosheng Capital Management Co., Ltd.
Fund size (RMB'0,000)	143,000
Organisational structure	Limited Partnership
Date of establishment	Subject to actual registration
Term of validity	The Fund's initial term is seven years, comprising a five-year investment period and a two-year exit period. The manager may, at its discretion and subject to the partnership's operational circumstances, extend the exit period by one year; thereafter, subject to actual operational requirements and following a valid resolution passed by the partners' meeting, the exit period may be further extended by no more than two years
Investment scope	As a private equity fund, its investment scope includes equity in unlisted companies, shares in unlisted public companies, and assets recognised by laws, regulations and the self-regulatory rules of the Asset Management Association of China
Key investment areas	Focus on investment allocation in the integrated circuit and aerospace sectors, as well as leading enterprises in scientific and technological innovation, whilst advancing industrial collaboration, the integration of supply chain resources and forward-looking investment strategies; prioritise in-depth development of application-specific segments across the integrated circuit value chain, and

	collaborate with industry leaders to jointly implement industrial investment strategies
Registered address	Subject to actual registration
Registration Code	Not yet registered
Date of registration	Not yet registered

2. Projected contributions by the manager/prospective investors

RMB 0'000

No.	Name of investor	Identity type	Proposed investment amount	Expected % of shareholding
1	Shanghai Guosheng Capital Management Co., Ltd.	Fund manager, managing partner and general partner	900	0.63%
2	Shanghai Junsheng Xiechuang Private Equity Fund Management Co., Ltd.	Managing partner, general partner	100	0.07%
3	Shanghai Da Linghao Bay Qihang Private Equity Investment Fund Partnership (Limited Partnership)	Limited partner	20,000	13.99%
4	Shanghai Xinzhuang Industrial Zone Economic and Technological Development Co., Ltd.	Limited partner	5,000	3.50%
5	Shanghai Pudong Pilot Zone Haitong Private Equity Investment Fund Partnership (Limited Partnership)	Limited partner	57,000	39.86%
6	The Company	Limited partner	30,000	20.98%
7	Shanghai State-Owned Enterprise Reform and Development Phase III Private Equity Investment Fund Partnership (Limited Partnership)	Limited partner	25,000	17.48%
8	Other investors	Limited partner	5,000	3.50%
Total			143,000	

(2) Management models for the Fund

The Industrial Fund operates under a dual General Partner model, with Guosheng Capital acting as General Partner 1 and Junsheng Xiechuang acting as General Partner 2. Guosheng Capital is responsible for establishing investment frameworks, raising and managing fund capital, and holding, managing, maintaining and disposing of the partnership's assets. Junsheng Xiechuang is responsible for liaising with industry partners, providing sector expertise, and assisting with the implementation and development of investment projects.

(3) Investment model for Fund (subject to the terms of the Partnership Agreement as finally signed)

1. Investment Focus and Scope: The Fund will prioritise investment allocations in aerospace, integrated circuits, convergence sectors and leading technology innovation enterprises, by deepening industrial synergy, integrating supply chain resources and implementing forward-looking investment strategies. The Fund will also focus on deepening its involvement in niche segments within the upstream and downstream application sectors of the integrated circuit industry, working in tandem with industry leaders to coordinate industrial investment strategies. As a private equity fund, the Fund's investment scope includes equity in unlisted companies, shares in unlisted public companies, and assets recognised by laws, regulations and the self-regulatory rules of the Asset Management Association of China.

2. Agreement on capital contributions

Each partner shall make their capital contributions to the partnership in three instalments. In principle, all partners' contributions shall be paid up in instalments at the same time and in the same proportion (except where there are minimum capital contribution requirements, such as those relating to the filing of private equity funds). The proportion of capital to be paid up in the first instalment shall be 40% of each partner's subscribed capital contribution; whilst the second and third instalments shall each be 30% of each partner's subscribed capital contribution. The manager shall be entitled to issue capital contribution payment notices to the partners in accordance with the partnership's funding requirements, such as those arising from the private fund filing, project investments, the payment of partnership expenses or the fulfilment of other payment obligations. Notices of payment for the second and third instalments shall only be issued to the partners once 70% of the partnership's paid-up capital has been used or set aside for investment in the project (i.e. such investments have been approved by the investment decision committee), or has been used or set aside to cover the partnership's reasonable expenses.
3. Profitability and post-investment exit

When the Fund exits an investment and receives distributable cash, such cash shall be distributed in accordance with the following principles and order:

 - (1) Distributions shall be made to each partner in proportion to their paid-up capital as at the date of each distribution, until the cumulative distributions received by each partner equal to that partner's cumulative paid-up capital as at the date of such distributions;
 - (2) Any balance remaining after the above distributions shall be distributed to the partners until each partner has realised an annualised simple interest return of 8% on the total paid-up capital returned pursuant to paragraph (1) (the "threshold return");
 - (3) If there is any surplus remaining after the distributions referred to in (1) and (2) above, it shall be distributed to the manager until the amount received by the manager in this round of distributions reaches 25% of the total income subject to the distribution threshold set out in (2) above ("top-up distribution");
 - (4) If there is any surplus remaining after the distributions referred to in (1), (2) and (3) above, 20% of such surplus shall be distributed to the manager ("profit share"), and 80% shall be distributed to the limited partners in proportion to their paid-up capital contributions.
- (4) Other important matters that help investors understand the nature of the Fund
 1. As the fund manager, Guosheng Capital is entitled to receive from the partnership a management fee equal to the total amount of management fees apportioned to each limited partner. During the investment period, the management fee shall be 1.8% per annum of the amount actually paid in by each limited partner; during the exit period, it shall be 1.35% per annum of the outstanding investment costs, apportioned amongst the limited partners in proportion to their investment interests; and no management fee shall be charged during the extension period (if any).
 2. As one of the managing partners, Junsheng Xiechuang is entitled to receive from the partnership a managing partner's fee equal to the total amount of managing partner's fees apportioned to each limited partner. During the investment period, the management fee shall be 0.2% per annum of each limited partner's actual capital contribution; during the exit period, it shall be 0.15% per annum of the outstanding investment costs allocated to limited partners in proportion to their investment interests; and no management fee shall be charged during the extension period (if any).
- (5) Holdings of Fund units by key shareholders and personnel, or their employment status

Details of the shareholdings of key shareholders in the Industrial Fund can be found in 'Basic information on the partners'.

(D) Key provisions of the Memorandum of Understanding on Industrial Fund cooperation

Party A: The Company

Party B (1): Guosheng Capital

Party B (2): Junsheng Xiechuang

(‘Party B(1)’ and ‘Party B(2)’ are collectively referred to as ‘Party B’; ‘Party A’ and ‘Party B’ are collectively referred to as ‘the Parties’)

Article 1 Purpose of the partnership and the Fund’s positioning

Both Parties have agreed that the proposed fund will focus on investment in leading enterprises in the aerospace, integrated circuit and convergence sectors, as well as in scientific and technological innovation, by deepening industrial collaboration, integrating resources across the industrial chain and making forward-looking investment deployments. The Fund will also focus on deepening its involvement in niche segments of the integrated circuit industry’s upstream and downstream applications, working in tandem with industry leaders to coordinate its industrial investment strategy.

Article 2 Proposed investment amount by Party A

Party A intends to contribute up to RMB300,000,000.00 (inclusive) as a limited partner to subscribe to the Industrial Fund established by Party B.

Article 3 Key elements of the Fund

The Parties have reached a preliminary agreement on a framework for cooperation; please refer to the annex (Chinese version), ‘Table of Key Elements of the Shanghai Rongsheng Industrial Innovation Fund LPA’ (the key details of which can be found in Section (C) of this announcement, ‘Key Information on joint investment with Industrial Fund’), with the formally signed Partnership Agreement taking precedence.

Article 4 Signing of the formal agreement

Upon completion of internal approvals and due diligence, the Parties shall negotiate and sign a legally binding Partnership Agreement in accordance with the principles set out in this Memorandum of Understanding.

Article 5 Risk disclosure and disclaimer

1. Non-binding: This Memorandum is a framework document setting out the Parties’ intentions and does not constitute a legally binding commitment on either party; the specific rights and obligations shall be governed by the final Partnership Agreement to be signed.
2. Performance Risk: The final establishment of the Fund is subject to filing with the China Securities Investment Fund Association. Should the Fund be unable to be established due to policy changes or failure to obtain such filing, neither party shall be liable for breach of contract.

Article 6 Dispute resolution

Any dispute arising out of this Memorandum shall be resolved by the Parties through amicable consultation; should such consultation fail to produce a resolution, either Party shall have the right to submit the matter to the Financial Arbitration Institute of the Shanghai Arbitration Commission for arbitration. The place of arbitration shall be Shanghai, and the arbitration shall be governed by the Commission’s Rules of Arbitration in force at the time. The arbitral award shall be final and binding on both Parties.

(E) Impact on the Company

The Company’s participation in the establishment of this Industrial Fund is intended to leverage the industry expertise and resource advantages of professional investment institutions, to accurately identify development opportunities in new technologies and sectors, to further expand the scope of application for the Company’s products, to build a long-term industrial ecosystem, and to support and drive the high-quality development of its principal business. This is in line with the Company’s overall business development strategy.

Upon completion of this transaction, the Industrial Fund will be excluded from the scope of the Company's consolidated financial statements. The Investment will be funded from The Company's own funds and will be paid in instalments as agreed. The funding arrangements are reasonable and will not affect the normal conduct of the Company's principal business, nor will they have a material impact on the Company's financial position or operating results. There are no circumstances that would harm the interests of the Company and all its shareholders.

(F) Risk disclosure

1. The signing of this Memorandum of Understanding is intended to express the Parties' willingness to cooperate and to set out the preliminary results of their discussions. The specific cooperation plan and terms of cooperation shall be subject to the Partnership Agreement ultimately signed by the Parties. The Parties will hold each other accountable in subsequent work and proceed in accordance with this Memorandum. There is a degree of uncertainty regarding the implementation and progress of the Memorandum signed on this occasion.
2. This Fund has not yet completed its commercial registration and must undergo relevant procedures, including filing with the Asset Management Association of China, before it can engage in related investment activities. There is therefore uncertainty regarding its implementation and progress.
3. This Fund is characterised by a long investment duration and relatively low liquidity. During the investment process, it may be affected by a range of factors, including policies and regulations, the economic environment, market fluctuations and the operational management of the underlying investments. There is a risk that investment returns may fall short of expectations or that investors may be unable to exit the fund in a timely and effective manner due to significant changes in the industry environment or poor decision-making.

The Company's exposure to risk as a limited partner is limited to the amount of its investment. It has no contingent obligations towards other investors, such as guaranteed returns or exit guarantees. The Company will closely monitor the operations, management, investment decisions and post-investment management of the Industrial Fund, with a view to preventing and mitigating investment risks and safeguarding the security of the Company's investment capital. Investors are advised to be aware of the investment risks involved.

(G) Listing rules implications

The related party relationship in connection with the Investment arises solely from the fact that Guosheng Investment intends to acquire 106,730,000 A Shares of the Company held by Fuxin Fangao by way of a transfer by agreement. Upon completion of the transfer, Guosheng Investment will become a shareholder holding more than 5% of the Company's shares; furthermore, Guosheng Investment is a wholly-owned subsidiary of Guosheng Group, Guosheng Group is the controlling shareholder of Guosheng Capital, which is the general partner of the Industrial Fund. As at the date of this announcement, Guosheng Investment has not become a substantial shareholder or a Connected Person of the Company, nor has the Company entered into a formal Partnership Agreement. Therefore, the proposed related party transaction 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.

This transaction is still subject to approval by the shareholders' meeting of the Company.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“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 whose A Shares are listed on the Shanghai Stock Exchange Science and Technology Innovation Board and H Shares are listed on the Main Board of the Stock Exchange
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Industrial Fund” or “Fund”	Shanghai Rongsheng Industrial Innovation Fund Partnership (Limited Partnership) (provisional name; subject to final corporate registration). The target fundraising amount for the partnership is estimated at RMB 1,430 million (the Fund is currently in the fundraising stage, the total committed capital will be subject to the final outcome of the fundraising)
“Partnership Agreement”	Partnership agreement of the Shanghai Rongsheng Industrial Innovation Fund Partnership (Limited Partnership) to be signed between its general partners and other fund partners for the investment in the Industrial Fund
“Memorandum of Understanding” or “Memorandum”	The Memorandum of Understanding entered between the Company, Guosheng Capital and Junsheng Xiechuang on 17 August 2026 regarding the Industrial Fund partnership
“Investment”	The Company intends to contribute up to RMB 300 million (inclusive) as a limited partner to subscribe to the Industrial Fund established by Guosheng Capital and Junsheng Xiechuang.
“Guosheng Capital”	Shanghai Guosheng Capital Management Company Limited
“Guosheng Investment”	Shanghai Guosheng Group Investment Company Limited
“Guosheng Group”	Shanghai Guosheng (Group) Company Limited, which wholly owns Guosheng Investment and also holds approximate 70.3% equity interests in Guosheng Capital
“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
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China. Geographical references in this announcement to the PRC excludes Hong Kong Special

	Administrative Region and Macau Special Administrative Region of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Shanghai, the PRC, 17 August 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*