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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
ANNOUNCEMENT REGARDING THE COMPLETION OF SHARE TRANSFER BY SHAREHOLDER HOLDING 5% OR MORE OF THE COMPANY'S SHARES PURSUANT TO THE SHARE TRANSFER AGREEMENT

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, 22 May 2026 and 26 June 2026. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcements.

Basic information of the transfer

On 14 November 2025, Fuxin Fangao, a shareholder holding more than 5% of the Company's shares, entered into a framework agreement for the transfer of shares with Guosheng Investment. On 23 December 2025, the parties formally signed the Formal Agreement, under which, Fuxin Fangao agreed to transfer 106,730,000 A shares of the Company held directly by it to Guosheng Investment by way of a transfer by agreement for a consideration of RMB5,138,195,660 (this amount represents an adjustment to the original transfer price of RMB5,144,386,000 pursuant to the Supplemental Agreement which the reason for the adjustment being that the Company's profit distribution for the 2025 financial year had been fully implemented prior to the completion of the registration of the transfer of shares).

On 26 June 2026, the parties signed the Supplementary Agreement stipulating that: given that the Company's total share capital had been adjusted to 823,719,250 shares following the vesting and listing of the second batch of the third vesting period under the reserved grant of the 2021 restricted share incentive scheme, the proportion of the target shares to the Company's total share capital was accordingly adjusted from 12.99% to 12.96%. The latest date for completion of the share transfer as stipulated in the Formal Agreement was extended from 30 June 2026 to 31 October 2026.

Registration and completion of the transfer

Confirmation of compliance from the Shanghai Stock Exchange was obtained for this transfer, and the 'Confirmation of securities transfer registration' issued by China Securities Depository and Clearing Company Limited was obtained on 28 October 2026. The transfer date was 27 October 2026, with the number of shares transferred was 106,730,000 shares (representing 12.96% of the Company's total share capital). The shares are A shares with no restrictions on trading. The registration procedures for this transfer of shares have now been completed.

The terms of this transfer are consistent with the arrangements set out in the previously disclosed framework agreement, Formal Agreement and Supplementary Agreement relating to the share transfer. The transferee completed the payment of the full purchase consideration in accordance with the relevant provisions of the framework agreement, Formal Agreement and Supplementary Agreement.

Shareholdings of the parties before and after the completion of this share transfer are as follows:

Share

Shareholder	Date of registration of the transfer	Prior to this transfer		Transfer		After this transfer	
		Number of shares held prior to the transfer	Shareholding prior to the transfer (%)	Number of shares transferred	Transfer of share (%)	Number of shares held after the transfer	Shareholding after the transfer (%)
Fuxin Fangao	27/10/2026	106,730,000	12.96	-106,730,000	-12.96	0	0.00
Guosheng Investment	27/10/2026	0	0.00	106,730,000	12.96	106,730,000	12.96

Further Information and Risk Disclosures

1. This transfer complied with the provisions of the relevant laws, regulations, departmental rules and normative documents, including 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 Takeovers of Listed Companies, and the Rules for the Listing of Shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange.

2. This change in shareholding will not result in a change in the controlling shareholder or actual controller of the Company. Following the completion of this transfer, the Company will be remained the status without a controlling shareholder or an actual controller, whilst Guosheng Investment becomes the Company's largest shareholder. This change in shareholding does not involve a takeover bid, will not have an adverse impact on the Company's normal business and operations, and does not prejudice the interests of the Company or its minority shareholders.

3. The transferee, Guosheng Investment, will strictly comply with the provisions of Article 74 of the Measures for the Administration of Acquisitions of Listed Companies and will not dispose the shares acquired within 18 months of the transfer.

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

Shanghai, PRC, 28 October 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*