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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 ON THE PROPOSAL FROM THE CHAIRMAN AND MANAGING DIRECTOR FOR THE COMPANY TO REPURCHASE ITS SHARES

This announcement is made by the board (the "Board") of directors of Shanghai Fudan Microelectronics Group Company Limited* (the "Company" and together with its subsidiaries, the "Group") 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).

On 12 November 2026, the Board received the Letter of Proposal for Shanghai Fudan Microelectronics Group Company Limited to Repurchase its Shares (《關於回購上海復旦微電子集團股份有限公司部分股份的提議函》) from Mr. Zhang Wei, the chairman of the Board and managing director. Mr. Zhang Wei proposed that the Company repurchases its RMB-denominated ordinary shares (A Shares) and overseas listed foreign shares (H Shares) in issue by its own funds and/or self-raised funds, details of which are set out below:

I. BASIC INFORMATION OF THE PROPOSER AND THE TIME OF THE PROPOSAL

1. Proposer: Mr. Zhang Wei, the chairman of the Board and managing director
2. Time of the proposal: 12 November 2026

II. REASONS AND PURPOSES FOR THE PROPOSED SHARE REPURCHASE

Based on firm confidence in the Company's future prospects and a high regard for its value, and in order to safeguard the interests of the investors, encourage long-term, rational value investing, bolster investor confidence and effectively promote the Company's long-term, healthy development, having comprehensively considered the Company's business prospects, operational performance, financial position, future profitability and the recent performance of the Company's A Shares and H Shares on the secondary market, Mr. Zhang Wei has proposed the repurchase of the Company's RMB-denominated ordinary shares (A Shares) and overseas listed foreign shares (H Shares) in issue.

III. DETAILS OF THE PROPOSAL

(I) Details of the proposed repurchase of A Shares

1. Type of shares to be repurchased: the RMB-denominated ordinary shares (A Shares) issued by the Company;
2. Purpose of the share repurchase: will be used for an employee share ownership scheme and/or an equity incentive scheme at an appropriate time in the future. If the Company fails to utilise the repurchased shares in full within three years of the date of the announcement regarding the results of the share repurchase and changes in shareholdings, any unused repurchased shares will be cancelled;
3. Manner of the share repurchase: by way of centralized bidding through the trading system of the Shanghai Stock Exchange;

4. Share repurchase price: not higher than 150% of the average trading price of the Company's shares over the 30 trading days preceding the Board's consideration and approval of the share repurchase plan. The actual repurchase price will be determined based on the Company's secondary market share price, financial position and operating conditions during the implementation of the repurchase, and will be subject to the share repurchase plan considered and approved by the Board;
5. Total amount of funds for the share repurchase: the total amount of funds for the repurchase shall not be less than RMB50 million (inclusive) and shall not exceed RMB100 million (inclusive);
6. Source of funds for the repurchase: the Company's own funds and/or selfraised funds;
7. Repurchase period: within 12 months from the date of the Board's consideration and approval of the A Share repurchase plan.

(II) Details of the proposed repurchase of H Shares

1. Type of shares to be repurchased: the overseas listed foreign shares (H Shares) issued by the Company;
2. Purpose of the share repurchase: the repurchased H Shares will be cancelled and/or held as treasury shares, depending on the market conditions at the time of the repurchase and the Company's capital management needs. The relevant procedures will be subject to the completion of all statutory procedures in accordance with the Articles of Association, the Listing Rules and the laws and regulations of the PRC and other relevant jurisdictions;
3. Share repurchase price: as required by the Listing Rules, the daily repurchase price shall be less than 105% of the average closing price of the H Shares over the five trading days preceding the date of the repurchase. The actual repurchase price will be determined with reference to market conditions;
4. Total amount of funds for the share repurchase: the total amount of funds for the repurchase shall not be less than HK$100 million (inclusive) and shall not exceed HK$200 million (inclusive);
5. Source of funds for the repurchase: the Company's own funds and/or selfraised funds;
6. Implementation period of share repurchase: from the date on which the proposal is approved at the general meeting of shareholders until the date of the 2026 Annual General Meeting to be held in 2027.

The final proposal shall be subject to the share repurchase scheme approved by the Board and the general meeting of shareholders.

IV. THE PROPOSER'S DEALINGS IN THE COMPANY'S SHARES IN THE SIX MONTHS PRECEDING THE PROPOSAL

Mr. Zhang Wei, the chairman of the Board and managing director, did not deal in the Company's shares in the six months preceding the proposal.

V. THE PROPOSER'S PLAN TO INCREASE OR DECREASE HIS SHAREHOLDINGS DURING THE REPURCHASE PERIOD

Mr. Zhang Wei, the chairman of the Board and managing director, currently has no plan to increase or decrease his shareholdings during the repurchase period. If he subsequently has any plan to increase or decrease his shareholdings of the Company's shares, he will, in accordance with the requirements of the relevant laws, regulations, regulatory documents and undertakings, cooperate with the Company in the timely performance of its information disclosure obligations.

VI. UNDERTAKING BY THE PROPOSER

Mr. Zhang Wei, the chairman of the Board and managing director, undertakes that he will actively promote the Board's consideration of the share repurchase matter as soon as possible and will vote in favour of the resolution on the repurchase of the Company's shares at the Board meeting.

VII. RISK WARNING

The Company will, based on the above proposal, formulate a reasonable and practicable share repurchase plan as soon as possible, and will complete the necessary approval procedures in accordance with the relevant requirements and perform its information disclosure obligations in a timely manner. The final terms of the repurchase will be subject to the plan as approved upon completion of the relevant approval procedures by the Company.

The above repurchase may only be implemented after the relevant approval procedures have been completed in accordance with the requirements, and remains subject to uncertainties. Investors are advised to exercise caution regarding investment risks.

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

Shanghai, PRC, 12 November 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*