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)

PROPOSED APPOINTMENT OF INDEPENDENT DIRECTOR AND EMPLOYEE DIRECTOR; AND CLOSURE OF REGISTER OF MEMBERS

PROPOSED APPOINTMENT OF INDEPENDENT DIRECTOR

The board (the "Board") of directors of Shanghai Fudan Microelectronics Group Company Limited* (the "Company") is pleased to announce that Nomination Committee of the Company has approved the nomination of Mr. Zhang Yu Ming as an Independent Director (the independent non-executive director) of the Company. The Board will propose relevant resolution at the extraordinary general meeting to obtain approval from Shareholders.

Mr. Zhang Yu Ming, aged 60, Chinese nationality, with no permanent residency outside China. He holds a Doctor of Philosophy degree in Microelectronics and Solid-State Electronics from Xi'an Jiaotong University. He is a Professor and Doctoral Supervisor. Since April 1992, he has been the Lecturer, Associate Professor, Professor and Doctoral Supervisor at Xi'an University of Electronic Science and Technology. From July 2005 to December 2023, he served as Deputy Dean and Dean of the School of Microelectronics at Xi'an University of Electronic Science and Technology. Since July 2022, he has been the Deputy Chairperson, Standing Committee Member and Committee Member of the 13th Provincial Committee of the Revolutionary Committee of the Shaanxi Province. Since January 2023, he has been a member of the Standing Committee of the 14th People's Congress of Shaanxi Province.

Mr. Zhang Yu Ming will be entitled to receive a director's emolument of RMB200,000 (before tax) per annum under the service agreement to be signed between the Company and Mr. Zhang Yu Ming. The emoluments of the Independent Director are determined by the remuneration and evaluation committee of the Company with reference to the time and effort devoted to the Company's affairs, his responsibilities, expertise and also with reference to the current range of fees for independent non-executive directors of listed companies.

The Company has received written annual confirmations from Mr. Zhang Yu Ming of his independence according to Rule 3.13 under the Listing Rules. The Board recognised that Mr. Zhang Yu Ming has meet the requirements of independence under the provisions of Rule 3.13 of the Listing Rules. Mr. Zhang Yu Ming did not and does not have any management role in the Group and has ability to provide an independent view on the Company's affairs during his tenure. Mr. Zhang Yu Ming does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company. Mr. Zhang Yu Ming also does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company. The Nomination Committee and the Board are not aware of any other factors that may affect the independence of Mr. Zhang Yu Ming as at the date of this announcement and are of the view that Mr. Zhang Yu Ming remains independent and believe that he is able to fulfill his role as Independent Director.

All candidates proposed by the Nomination Committee must meet the standards set out in Rule 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as the Independent Director must also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates are recommended to the Board for approval. Based on the Company's policy of diversity on the Board, the Nomination Committee has considered the various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional skills and experience, knowledge and length of service, and performed review and assessment on the background, professional knowledge and experience on the Director candidates. The Nomination Committee is in the opinion that, as disclosed in the biographies set out above, Mr. Zhang Yu Ming possesses the prerequisite professional knowledge and experience, management, skills and other working experience, and is able to provide good advices on the Company's business and can provide adequacy of time commitment to deal with the Company's affairs, and also the Company's policy of diversity on the Board can be achieved. Therefore, the election of Mr. Zhang Yu Ming as Independent Director is in the best interests of the Company and the Shareholders.

PROPOSED APPOINTMENT OF EMPLOYEE DIRECTOR

In accordance with the relevant provisions of the Company Law of the People's Republic of China and the Company's Articles of Association, the Board shall include one employee director. Following the democratic election at the Company's 2025 third annual employee representatives' meeting, Mr. Shen Mingjie has been elected as the employee director of the Company's Tenth session of the Board, with terms from the date of approval of the amendments of the Articles of Association of the Company (including the provision for the addition of an employee director) by the extraordinary general meeting to the date of the expiry of the Tenth session of the Board (tentatively 17 June 2028).

Mr. Shen Mingjie, aged 46, Chinese nationality, with no permanent residency outside China. He currently serves as a Fellow Engineer at the Company. Having joined the Company in July 2006, he has held positions including Front-end Engineer, Senior Engineer and Fellow Engineer. Mr. Shen has extensive experience in integrated circuit design, possessing comprehensive expertise in product development and industrialisation. Mr. Shen shall receive remuneration solely in respect of his role as a Fellow Engineer of the Company and shall not be entitled to any additional director's remuneration.

If the resolutions on the appointment of Independent Director and amendments of the Articles of Association (including the provision for the addition of an employee director) are passed at the general meeting, the Company will enter into director service contract with each director candidate with terms from the date of the general meeting to the date of the expiry of the Tenth session of the Board (tentatively 17 June 2028), thereafter unless terminated by a three months' prior written notice by either party and will be subject to retirement by rotation or re-election in accordance with the Articles of Association.

Unless otherwise disclosed in this announcement, as at the date of this announcement, Mr. Zhang Yu Ming and Mr. Shen Mingjie do not hold any directorship in any listed public company in Hong Kong or overseas in the last three years, and have no relationship with any Directors, senior management, controlling shareholders or substantial shareholders of the Company. They had no personal interest in the Shares or any of the Company's associated corporations (within the meaning of Part XV of the SFO). There is no any other matters that need to be brought to the attention of the Shareholders nor is there any other information regarding the appointment of them required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules. They have not been subject to any punishment imposed by the CSRC and other relevant authorities or any penalty from stock exchanges.

CLOSURE OF REGISTER OF MEMBERS

Reference is made to the announcement of the Company dated 28 October 2025 concerning, among others, the abolition of Supervisory Committee, proposed amendments to the Articles of Association and adoption of the New Articles of Association; and amendments to relevant rules of procedures and certain regulations and systems of the Company. The Company intends to convene an extraordinary general meeting on 2 December 2025 to consider and approve the relevant matters and any other business.

For the purpose of the extraordinary general meeting, the Register of Members of H Shares of the Company will be closed from 27 November 2025 to 2 December 2025 (both days inclusive) and during which no transfer of H Shares will be effected.

For holders of H shares whose names appear on the Register of Members of the Company as at 2 December 2025 shall be entitled to attend the extraordinary general meeting. To be qualified to attend the extraordinary general meeting, 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 26 November 2025.

By Order of the Board
Shanghai Fudan Microelectronics Group Company Limited*
Chong Hing Cheong
Company Secretary

Shanghai, the PRC, 10 November 2025

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 and Mr. Hu Xue.

* *For identification purposes only*