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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
DETERMINATION OF OFFER SIZE AND OFFER PRICE FOR A SHARES
OFFERING AND STRATEGIC ALLOTMENT UNDER THE A SHARE OFFERING
TO CONNECTED PERSONS

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

Reference is made to the Company’s announcements dated 1 March 2019, 17 April 2019, 16 April 2020, 28 August 2020, 4 October 2020, 8 January 2021, 1 March 2021, 24 March 2021, 29 April 2021, 18 May 2021, 21 May 2021, 2 June 2021, 15 June 2021, 5 July 2021, 15 July 2021 and 21 July 2021 and the circulars dated 17 April 2019, 16 April 2020, 28 August 2020, 29 April 2021 and 15 June 2021 containing, among other things, related matters of the Company’s proposed initial public offering of A Shares (the “A Shares Offering”) and listing on the Sci-Tech Innovation Board (the “Sci-Tech Innovation Board”) of the Shanghai Stock Exchange (the “Shanghai Stock Exchange”). Unless otherwise defined, capitalized terms used in this announcement shall have the meanings as defined in the above announcements and circulars.

DETERMINATION OF OFFER SIZE AND OFFER PRICE FOR A SHARE OFFERING

The board of directors of the Company (the “Board”) is pleased to announce that, following the completion of preliminary price consultations among inquiry targets on 20 July 2021, the Company will issue 120,000,000 A Shares at the offer price of RMB6.23 per A Share, representing approximately 14.73% of the total share capital of the Company after the A Share Offering.

The offer price was negotiated and determined by the Company and the joint lead underwriters based on the result of the preliminary price consultations taking into account the factors like fundamentals of the Company, market conditions, valuations of comparable listed companies within the same industry, needs for the proceeds and the underwriting risks. There will no longer be any cumulative tender price consultation for the offline placement.

For the relevant terms of the A Share Offering, please refer to the full text of the Issue Announcement of Shanghai Fudan Microelectronics Group Company Limited for the Initial Public Offering and Listing of Shares on the Sci-Tech Board (《上海復旦微電子集團股份有限公司首次公開發行股票並在科創板上市發行公告》) published by the Company in Chinese only on the websites of the Shanghai Stock Exchange (www.sse.com.cn), the Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.fmsh.com) on 22 July 2021.

STRATEGIC ALLOTMENT UNDER THE A SHARE OFFERING TO CONNECTED PERSONS

Reference is made to the announcements dated 18 May 2021, 15 June 2021 and 5 July 2021, and the circular dated 15 June 2021 of the Company in relation to the strategic allotment under the A Share Offering to connected persons. As approved by the extraordinary general meeting of the Company held on 5 July 2021, the Company may allot 8,700,000 A Shares to certain connected persons of the Company (being the directors and/or supervisors and/or chief executives of the Company and/or its subsidiaries) under the A Share Offering.

The Board is pleased to announce that the final number of shares to be allotted to the connected persons under the Strategic Allotment Plan as determined by the Company on 21 July 2021 is 8,700,000 A Shares, and the final number of shares allotted to the individual connected person is the same as disclosed under the section headed “A. STRATEGIC ALLOTMENT UNDER THE A SHARE OFFERING TO THE CONNECTED PERSONS” in the “LETTER FROM THE BOARD” of the circular dated 15 June 2021. The issue price under the Strategic Allotment Plan is RMB6.23 per A Share and is the same as the offer price under the proposed A Share Offering.

Further announcement(s) regarding the details and developments of the A Shares Offering will be made by the Company as and when appropriate. This announcement appears for information purposes only and does not constitute an invitation or an offer to acquire, purchase or subscribe for the securities of the Company.

By order of the Board
Shanghai Fudan Microelectronics Group Company Limited*
Jiang Guoxing
Chairman

Shanghai, the PRC, 22 July 2021

As at the date of this announcement, the Company’s executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun and Ms. Cheng Junxia; non-executive directors are Ms. Zhang Qianling, Mr. Ma Zhicheng, Ms. Zhang Huajing and Mr. Wu Ping, and independent non-executive directors are Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

** For identification only*