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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)

**PROPOSED PUBLIC OFFERING AND LISTING OF
SINO IC TECHNOLOGY CO., LTD.
ON THE BEIJING STOCK EXCHANGE**

This announcement is made by Shanghai Fudan Microelectronics Group Company Limited* (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company is considering a public offering and listing of Sino IC Technology Co., Ltd. (上海華嶺集成電路技術股份有限公司) (“**Sino IC**”) on the Beijing Stock Exchange (the “**Proposed Public Offering and Listing**”). Currently, the Company controls approximately 50.29% of the equity interests in the total issued share capital of Sino IC. It is proposed that Sino IC will issue not more than 16.87% (assuming the over-allotment option is exercised) of its shares to the public shareholders under the Proposed Public Offering and Listing. Upon completion of the Proposed Public Offering and Listing, the Company will control the board of directors of Sino IC and approximately at least 41.81% equity interests of its total issued shares. Sino IC will remain as a subsidiary of the Company and its results will continue to be consolidated into the financial statements of the Company. The terms of the share offering, including its size and price range, as well as the timetable of the Proposed Public Offering and Listing have not yet been fixed as at the date of this announcement.

INFORMATION OF SINO IC

Sino IC is principally engaged in the integrated circuit testing business, which can be further categorised into the (i) provision of testing services for integrated circuit products; and (ii) the provision of research and consultancy services of integrated circuit technology.

LISTING RULES IMPLICATIONS

The Proposed Public Offering and Listing, if materialised, will constitute a deemed disposal of an interest in Sino IC by the Company pursuant to Rule 14.29 of the Listing Rules. Based on the information available to the Company, the highest applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Proposed Public Offering and Listing is expected to be more than 5% but less than 25%. As a result, the Proposed Public Offering and Listing will constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules, hence the Proposed Public Offering and Listing is subject to, among others, the approval of the Stock Exchange as well as the reporting and announcement requirements, but is not subject to the approval by the shareholders of the Company pursuant to the Listing Rules.

To the best of the knowledge and belief of the Company's directors (the "**Directors**"), after making due and careful enquiries, the Proposed Public Offering and Listing is not a "spin-off" under Practice Note 15 of the Listing Rules ("**PN15**") on the ground that the transfer of Sino IC from the Innovation Tier of the National Equities Exchange and Quotations ("**NEEQ**") to the Beijing Stock Exchange does not involve a separate listing of Sino IC's shares on a different stock exchange. Nevertheless, the Directors recognise that the share offering under the Proposed Public Offering and Listing constitutes a listing of the Company's assets or businesses on the Beijing Stock Exchange since not more than 16.87% (assuming the over-allotment option is exercised) of Sino IC's shares is expected to be issued to the public shareholders upon the completion of the Proposed Public Offering and Listing. Accordingly, the Proposed Public Offering and Listing may constitute a transaction that falls under the scope of PN15. The Company will submit an application in relation to the Proposed Public Offering and Listing to the Stock Exchange for approval pursuant to PN15 in due course.

GENERAL

The Company will comply with the applicable requirements under the Listing Rules and make further announcement(s) as and when appropriate.

Shareholders of the Company and potential investors should note that the Proposed Public Offering and Listing is subject to, inter alia, the prevailing market conditions and approvals from relevant authorities, including the China Securities Regulatory Commission, the Beijing Stock Exchange and the Stock Exchange. Accordingly, shareholders of the Company and potential investors should be aware that the Proposed Public Offering and Listing may or may not proceed and should exercise caution when dealing in the securities of the Company.

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

Shanghai, the PRC, 6 December 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. Wu Ping, Mr. Sun Zheng and Ms. Liu Huayan, and independent non-executive directors are Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

* *For identification purpose only*