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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)

**SUPPLEMENTAL ANNOUNCEMENT  
TO  
ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2022**

Reference is made to the annual report (the “**Annual Report**”) of Shanghai Fudan Microelectronics Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the year ended 31 December 2022 published on 25 April 2023. The capitalized terms used herein shall have the same meaning as those defined in the Annual Report unless the context requires otherwise.

Further to the information disclosed in section headed “Report of the Directors” of the Annual Report, the Company would like to provide shareholders of the Company and potential investors of the Company with the following supplemental information.

**1.) Section headed “2021 A SHARES RESTRICTED SHARE INCENTIVE SCHEME” in page 47 to 48 in the Annual Report**

The Company granted 1,066,000 restricted shares to participants according to the 2021 A Shares Restricted Share Incentive Scheme on 28 October 2022 (the “Reserve Grant”), the performance assessment requirements of the Reserved Grant will be evaluated on an annual basis for the 3 financial years of 2022 to 2024 at the Group level, and the achievement of performance assessment target of the participants for each year. The performance assessment objectives of the Reserve Grant according to the 2021 A Shares Restricted Share Incentive Scheme are set out below:

**Performance assessment requirements at the Group level:**

Tranche		Performance Assessment Target A, Company vesting factor 100%	Performance Assessment Target B, Company vesting factor 80%
Restricted Shares granted for the Reserved Grant	First vesting	Meet any one of the following conditions:	Meet any one of the following conditions:
		1. The revenue increased by 65% or above over 2020;	1. The revenue increased no less than 52% over 2020;
		2. Sales profit margin increased by 65% or above over 2020.	2. Sales profit margin increased no less than 52% over 2020.

	Second vesting	Meet any one of the following conditions:	Meet any one of the following conditions:
		1. The revenue increased by 90% or above over 2020;	1. The revenue increased no less than 72% over 2020;
		2. Sales profit margin increased by 90% or above over 2020.	2. Sales profit margin increased no less than 72% over 2020.
	Third vesting	Meet any one of the following conditions:	Meet any one of the following conditions:
		1. The revenue increased by 120% or above over 2020;	1. The revenue increased no less than 96% over 2020;
		2. Sales profit margin increased by 120% or above over 2020.	2. Sales profit margin increased no less than 96% over 2020.

Note: As referred above, “revenue” means audited consolidated revenue of the Group; “sales profit margin” means audited revenue after deducting cost of sales of the Group.

#### **Performance assessment requirements at the participant’s individual level:**

The individual assessment of participants is carried out according to the internal performance assessment system of the Company. The individual evaluation results of the participants are divided into two levels: “pass” and “fail”. The corresponding vesting situations are as follows:

Assessment standards	Pass	Fail
Individual Vesting Coefficient	100%	0%

If the Group’s performance reaches performance assessment target, the number of restricted shares can be vested attributable to the participant in the current year = the number of shares can be vested of the individual for the year × the company vesting factor × the individual vesting coefficient.

If the restricted shares that the belong to the participant for the current period cannot be vested or cannot be fully vested due to assessment reasons, the restricted shares shall become invalid and shall not be deferred to the next year.

#### **The 2018 Share Incentive Plan**

The 2018 Share Incentive Plan has already been expired since 13 February 2022 and no domestic share was granted under this scheme during 2022 financial year.

## **2.) Section headed “USE OF PROCEEDS” in pages 48 to 50 in the Annual Report**

All the proceeds which were disclosed in pages 48 to 50 in the Annual Report were used according to the intentions previously disclosed by the Company. For the proceeds being brought forward from the 2022 financial year, the use of such proceeds will be according to the intended use or the expected timeline which were previously disclosed in pages 48 to 50 in the Annual Report.

Save as disclosed in this announcement for the information of the shareholders of the Company and the investors, all other information set out in the Annual Report remains unchanged.

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

Shanghai, the PRC, 15 October 2023

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 and Mr. Sun Zheng, and independent non-executive Directors are Mr. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen.

*\* For identification purposes only*