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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)

CHANGE IN INDEPENDENT NON-EXECUTIVE DIRECTOR

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) hereby announces that Mr. Guo Li (“Mr. Guo”), an independent non-executive director of the Company (“INED”) has notified the Board that, as restricted under article 15 of the Announcement [2022] No. 14 "Rules for Independent Directors of Listed Companies" issued by the China Securities Regulatory Commission that independent directors should not serve for more than six years, will not offer himself for re-election as INED at the forthcoming annual general meeting of the Company (the "AGM") and also will retire from the member of the audit committee, nomination committee and the remuneration and evaluation committee of the Board. His retirement will be effective on the date of the forthcoming AGM upon passing of the resolution for the appointment of a replaced INED. Mr. Guo has confirmed that he has no disagreement with the Board and there are no other matters relating to his retirement that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Guo for his contributions to the Company during his tenure of office.

PROPOSED ELECTION OF INED

The Board is pleased to announce that the Board and the nomination committee of the Company have approved to propose the election of Madam Zou Fuwen (“Madam Zou”) as INED and a resolution will be proposed by the Board for approval at the AGM to fill the casual vacancy caused by the retirement of Mr. Guo. Upon the passing of the resolution proposed to elect Madam Zou as INED at the AGM, the Company will enter into an INED service contract with Madam Zou for a term of 3 years from the next date of the AGM until the expiry date of the 9th session of the Board, i.e. 2 June 2025. Madam Zou will be entitled to an annual remuneration of RMB200,000. Her salary is determined by the remuneration committee of the Company with reference to her contribution of time, effort and expertise on the Company’s matters.

With due regard for the diversity policy of the Board, the nomination committee has considered Madam Zou’s gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services with examination and assessment of her background, professional knowledge and experiences. The nomination committee is of the opinion that Madam Zou meets the requirements of independence under rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange and possesses the basic knowledge and required professional knowledge and skill for the fulfilment of director’s duties of a listed company and is also consistent with the Company’s policy for a diversified board structure. As such, it is considered that the nomination proposal of Madam Zou to be an INED is in the best interests of the Company and its shareholders.

A circular containing the biography details of Madam Zou will be sent to the shareholders of the Company in due course.

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

Shanghai, the PRC, 18 March 2022

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, Ms. Liu Huayan and Mr. Sun Zheng, and independent non-executive directors are Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

** For identification only*