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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (the "Board") of directors of Shanghai Fudan Microelectronics Group Company Limited* (the "Company") proposes that certain amendments (the "Proposed Amendments") be made to the existing articles of association of the Company (the "Articles of Association") to (i) bring the Articles of Association in conformity with the core shareholder protection standards as set out in Appendix 3 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited; (ii) reflect the changes of the Company Law of the People's Republic of China, Law of the People's Republic of China on Securities, Guidelines on the Articles of Association of Listed Companies, and other relevant regulations; (iii) further improve the corporate governance structure and better promote the standardized operation of the Company; (iv) keep conjunction with the situation such as the change in share capital after the implementation of the A Shares Restricted Share Incentive Scheme of the Company; and (v) incorporate certain consequential and minor amendments.

The Board proposes to adopt the Articles of Association as amended by the Proposed Amendments as a new set of articles of association of the Company in substitution for, and to the exclusion of, the Articles of Association, which subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the "AGM"). A circular containing, among other things, details of the Proposed Amendments, together with the notice of the AGM will be despatched to the Shareholders in due course.

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

Shanghai, the PRC, 21 March 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, Ms. Liu Huayan 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*