

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 (1) bring the Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules, as well as other housekeeping changes; (2) bring the Articles of Association in line with the amendments made by the China Securities Regulatory Commission in relation to the reform of the independent director system; and (3) 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.

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, 22 March 2024

As at the date of this announcement, the Company’s executive Directors are Mr. Jiang Guoxing, Mr. Shi Lei and Mr. Yu Jun; 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*