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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)

CHANGES IN NON-EXECUTIVE DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISOR

The Board hereby announces that the NEDs Mr. Ma Zhicheng and Ms. Zhang Huajing, have respectively notified the Board on 23 September 2021 and tendered their resignations from the post of NED. They will still handle their duties as NED until the resolutions of the proposed appointments of the new NEDs takes effect upon their approvals at the EGM.

The nomination committee of the Company has approved the proposed nominations of Mr. Sun Zheng and Ms. Liu Huayan as NEDs, and relevant resolutions will be proposed by the Board for getting Shareholders' approval at the EGM.

Mr. Gu Weizhong, a Shareholder Representative Supervisor, has notified the Board on 23 September 2021 and tendered his resignation from the post of Supervisor. He will still handle his duties as Supervisor until the resolution of the proposed appointment of the new Supervisor takes effect upon its approval at the EGM.

According to the recommendation of the relevant Shareholder's unit, the supervisory committee of the Company (the "Supervisory Committee") has resolved to nominate Ms. Tang Xiaojie ("Ms. Tang") as Shareholder representative Supervisor to fill the casual vacancy, and relevant resolution will be proposed by the Board for getting Shareholders' approval at the EGM.

CHANGES IN NON-EXECUTIVE DIRECTORS

The board of directors (the "Board") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") hereby announces that Mr. Ma Zhicheng ("Mr. Ma"), a non-executive director of the Company ("NED"), has notified the Board on 23 September 2021 that due to his busy schedule on other commitments and would not be able to cope with the Company's affairs, tendered his resignation from the post of NED. Mr. Ma will still handle his duties as NED until the resolution of the proposed appointment of the new NED takes effect upon its approval at the forthcoming extraordinary general meeting ("EGM").

Mr. Ma has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (“Shareholders”) and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Ms. Zhang Huajing (“Ms. Zhang”), a NED, has notified the Board on 23 September 2021 that due to her busy schedule on other commitments and would not be able to cope with the Company’s affairs, tendered her resignation from the post of NED. Ms. Zhang will still handle her duties as NED until the resolution of the proposed appointment of the new NED takes effect upon its approval at the EGM.

Ms. Zhang has confirmed that she has no disagreement with the Board and there are no other matters relating to her resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Ma and Ms. Zhang for their contributions to the Company during their tenure of office.

The Board is pleased to announce that the nomination committee of the Company has approved the proposed nominations of Mr. Sun Zheng (“Mr. Sun”) and Ms. Liu Huayan (“Ms. Liu”) as NEDs to fill the casual vacancies of Mr. Ma and Ms. Zhang respectively, and relevant resolutions will be proposed by the Board for getting Shareholders’ approval at the EGM. Upon the passing of the resolutions proposed to appoint Mr. Sun and Ms. Liu as NEDs at the EGM, the Company will enter into a NED service contract respectively with Mr. Sun and Ms. Liu to be effective from the date of EGM until the expiry date of the 8th session of the Board, which is 2 June 2022. Mr. Sun and Ms. Liu will not receive any director’s remuneration. Biographical details of Mr. Sun and Ms. Liu are set out respectively in the appendix of this announcement.

CHANGE IN SHAREHOLDER REPRESENTATIVE SUPERVISOR

Mr. Gu Weizhong (“Mr. Gu”), a shareholder representative supervisor of the Company (“Shareholder Representative Supervisor”), has notified the Board on 23 September 2021 that as he has resigned from the business unit of the Shareholder, tendered his resignation from the post of Supervisor. Mr. Gu will still handle his duties as Supervisor until the resolution of the proposed appointment of the new Supervisor takes effect upon its approval at the EGM.

Mr. Gu has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

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

According to the recommendation of the relevant Shareholder’s unit, the supervisory committee of the Company (the “Supervisory Committee”) has resolved to nominate Ms. Tang Xiaojie (“Ms. Tang”) as Shareholder representative Supervisor to fill the casual vacancy, and relevant resolution will be proposed by the Board for getting Shareholders’ approval at the EGM. Upon the approval of the resolution proposed to appoint Ms. Tang as Supervisor at the EGM, the Company will enter into a Supervisor service contract with Ms. Tang from the date of EGM until the expiry date of the 8th session of the Supervisory Committee, which is 2 June 2022. Ms. Tang will not receive any supervisor’s remuneration. Biographical details of Ms. Tang are set out in the appendix of this announcement.

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

Shanghai, the PRC, 23 September 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. Ma Zhicheng, Ms. Zhang Huajing and Mr. Wu Ping, and independent non-executive directors are Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

** For identification only*

APPENDIX:

The biographical details of Mr. Sun are as follows:

Mr. Sun Cheng, aged 47, he holds a bachelor's degree from the Shanghai University of Finance and Economics and a master's degree in business and administration from the Fudan University, and is also an economist. Mr. Sun joined Shanghai Commerce and Invest (Group) Corporation ("SCI"), a substantial Shareholder, in January 2021 as deputy general manager. He had worked for Shanghai Wenguang Capital Management Co. Ltd. as general manager; Shanghai First Financial Media Co. Ltd. as financial controller; Shanghai First Financial Investment Management Co. as executive director; Blockbuster Investment Management Co. Ltd. as deputy general manager; Shanghai New Countryside Construction Co. Ltd. as assistant to general manager; Shanghai Wenguang Multimedia Television Co. Ltd. as financial controller and the subsidiaries of the SAIC Motor Group, namely SAIC Investment Co. as investment officer, SAIC Information Industry Investment Co. as assistant general manager, SAIC Motor Corporation Ltd. as assistant financial controller and SAIC Finance Ltd. as deputy manager in investment banking division.

The biographical details of Ms. Liu are as follows:

Ms. Liu Huayan, aged 49, she graduated from the Shanghai University of Finance and Economics as an undergraduate and holds a master's degree in management, and is also an economist. Ms. Liu joined SCI in March 2021 as deputy general manager. She had worked for Shang Finance Corporation as managing director and investment committee member; J.P. Morgan First Capital Securities Co., Ltd. as executive director and internal control committee member of the investment banking division; BOCI International Securities Co. Ltd. as executive director, vice officer of internal control, quality control officer and merger and acquisition finance vice officer of the investment banking division; Haitong Securities Co. Ltd. as vice finance officer of investment banking division, internal control committee member and audit department; and the Jiangnan Certified Public Accountants operated by the Shanghai Jiangnan Shipyard.

The biographical details of Ms. Tang are as follows:

Ms. Tang Xiaojie, aged 41, she graduated from the University of Ballarat in Australia as an undergraduate and holds a master's degree in commerce. Ms. Tang joined SCI in 2015 as deputy general manager of the audit department. She had worked for Shanghai Minqiang Investment (Group) Co. Ltd. as internal audit officer; HNA Group Co., Ltd. as internal audit; Industrial Bank Co. Ltd. as sales staff; Shanghai Nile Environmental Protection Technology Ltd. as accounting staff and Shanghai Dali Food Additives Co. Ltd. as accounting staff.

Mr. Sun, Ms. Liu and Ms. Tang confirmed that, save as disclosed above, (i) they did not hold any position in the Company or any of its subsidiaries nor any directorship in other listed companies in the past three years; (ii) they did not have any relationship with any director, supervisor, senior management or substantial shareholder (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) of the Company or any of its subsidiaries; and (iii) they did not hold any interest in the shares of the Company (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) as at the date of this announcement.

There is no other information relating to the appointment of Mr. Sun, Ms. Liu and Ms. Tang that needs to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules of the Rules Governing the Listing of Securities on the Stock Exchange and there is no other matter that needs to be brought to the attention of the Shareholders..