上海復旦微電子股份有限公司
Shanghai Fudan Microelectronics Company Limited*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8102)

Proxy form for Extraordinary General Meeting
for holders of foreign invested shares

I/We *(note 1)* _____

of _____ *(note 1)*

being the registered holder(s) of *(note 2)* _____ foreign invested shares of RMB0.10 each ("H Shares") in the share capital of SHANGHAI FUDAN MICROELECTRONICS COMPANY LIMITED (the "Company"), hereby appoint *(note 3)* _____

_____ of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the Extraordinary General Meeting for holders of H Shares (the "H Shareholders' EGM") to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 25 May 2007 at 10:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company which has been convened to be held at the same place and on the same day) and any adjournment thereof and to vote at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	As Special Resolution	**For** *(note 4)*	**Against** *(note 4)*
1.	To grant a general mandate to the Director to repurchase the Company's H Shares		
2.	To extend the general mandate to issue new shares by adding the number of H Shares repurchased		

Date: _____ 2007 Signature(s) *(note 5)*: _____

Notes:

1. Please insert full name(s) and address(es) in **block capitals**.
2. Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
3. Where the proxy appointed is not the Chairman of the meeting, please cross out "or failing him, the Chairman of the meeting" and fill in name(s) and address(es) of the proxy in the space provided. **Each shareholder is entitled to appoint one or more than one proxy to attend and vote at the H Shareholders' EGM on his behalf. The proxy needs not be a member of the Company.**
4. **Important:** if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick any box will entitle your proxy to cast your vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the seal or under the hand of any director or attorney duly authorised in writing.
6. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited at the Company's registered office at No. 220 Handan Road, Shanghai, The People's Republic of China or principal place of business in Hong Kong at Flat 12, 7/F., East Ocean Centre, 98 Granville Road, Kowloon, Hong Kong not less than 24 hours before the time appointed for the holding of the H Shareholders' EGM.
7. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.

* *for identification only*