



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)

Proxy form for the Special General Meeting to be held on 28 May 2004

I/We (note 2) _____
of _____ (note 2) being
the registered holders of (note 1) _____ shares in
SHANGHAI FUDAN MICROELECTRONICS COMPANY LIMITED (the "Company"), HEREBY APPOINT (note 3) the Chairman
of the Meeting failing him _____ of

as my/our proxy to attend and act for me/us at the Special General meeting of the Company to be held at the Building 4, Lane
127, Guotai Road, Shanghai, the PRC at 9:30 a.m. on Friday, 28 May 2004 and to vote at such meeting in respect of the items as
hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	Items to be passed pursuant to the Notice of Special General Meeting	For (note 4)	Against (note 4)
1.	Special Resolution No. (1) to approve amendments to the Articles of Association of the Company		
2.	Ordinary Resolution No. (2) to appoint an independent non-executive director		

Signature(s) (note 5): _____ Date: _____, 2004

Notes:

1. 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).
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
3. Where the proxy appointed is not the Chairman of the Meeting, please cross out "the Chairman of the Meeting failing him", and fill in the 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 MEETING ON HIS BEHALF. THE PROXY NEEDS NOT BE A MEMBER OF THE COMPANY. THE PERSON WHO SIGNS THIS PROXY FORM SHALL INITIAL AGAINST ANY ALTERATION IN IT.**
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 or 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 or principal place of business in Hong Kong not less than 24 hours before the time appointed for the holding of the Special General Meeting.
7. Any alteration made to this proxy form must be initialled by the person who signs it.

Registered Office:

No. 220 Handan Road
Shanghai
The People's Republic of China

Principal place of business in Hong Kong:

Flat 12, 7/F., East Ocean Centre
98 Granville Road
Tsimshatsui East
Kowloon
Hong Kong

* for identification purpose only