



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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We (note 1) _____ of _____ (note 1) being the registered holder(s) of (note 2) _____ shares of RMB0.10 each in SHANGHAI FUDAN MICROELECTRONICS GROUP 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 of the Company ("EGM") to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 12 January 2018 at 10:00 a.m. and to vote at such meeting in respect of the resolution 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 consider and approve the amendments to the articles of association, and to authorise any director to deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed amendments to the articles of association.		

Signature(s) (note 5): _____

Date: _____

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 EGM on his behalf. The proxy needs not be a member of the Company.**
4. **Important:** if you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the 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 6, 5/F., East Ocean Centre, 98 Granville Road, Kowloon, Hong Kong or the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the holding of the EGM.
7. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.

* for identification only