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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)

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the domestic shareholders' class meeting of Shanghai Fudan Microelectronics Group Company Limited (the "Company") will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China (the "PRC") on 3 June 2019 at 11:30 a.m. (or immediately after the conclusion of the extraordinary general meeting held on the same date and at the same place, whichever is the later) for the purpose of considering, and if thought fit, passing, with or without modifications the following resolutions:

SPECIAL RESOLUTIONS

To consider and approve:

1. the proposed A Share Offering;
 - (a) Type of securities to be issued;
 - (b) Nominal value per Share;
 - (c) Offering size;
 - (d) Mode of offering;
 - (e) Target subscribers;
 - (f) Pricing methodology;
 - (g) Use of proceeds;
 - (h) Method of underwriting;
 - (i) Place of listing; and

* *For identification purpose only*

- (j) Validity period of the resolution
2. the proposed amendments to the Articles of Association;
 3. feasibility on investing in the Project with proceeds from Initial Public Offering of A Shares;
 4. the plan for distribution of profits accumulated before the Initial Public Offering and listing of A Shares;
 5. the future dividend plan for the three years after the Initial Public Offering and listing of A Shares;
 6. price stabilisation plan for the A Shares within three years after the Initial Public Offering and listing of A Shares;
 7. undertakings and related restrictive measures in connection with the Initial Public Offering and listing of A Shares;
 8. explanation on dilution of immediate returns and related remedial measures as a result of the Initial Public Offering and listing of A Shares; and
 9. the authorisation granted to the Board to handle all matters relating to the Initial Public Offering and listing of A Shares.

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

Shanghai, the PRC, 18 April 2019

Notes:

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 4 May 2019 shall be entitled to attend the domestic shareholders' class meeting. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the domestic shareholders' class meeting is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or in writing by its director or other attorney duly authorized to sign the same. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified

copy of that power of attorney, must be deposited not less than 24 hours before the time appointed for the holding of the domestic shareholders' class meeting at the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC as stipulated in the proxy form.

4. The Register of Members of the Company will be closed from 4 May 2019 to 3 June 2019 (both dates inclusive) during which period no transfer of shares will be registered. To be qualified to attend the domestic shareholders' class meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC no later than 4:30 p.m. on 3 May 2019.
5. Shareholders or their proxies shall provide their identification documents when attending the domestic shareholders' class meeting. If corporate Shareholders appoint authorized representative to attend the domestic shareholders' class meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the domestic shareholders' class meeting.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the domestic shareholders' class meeting if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders attending the domestic shareholders' class meeting shall be responsible for their own travel and accommodation expenses.
8. Information containing further details regarding the proposed resolutions set out in the above notice as required by the Listing Rules are set out in appendices of this circular.

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, Mr. Yao Fuli and Ms. Zhang Huajing and independent non-executive directors are Mr. Cheung Wing Keung, Mr. Guo Li, Mr. Chen Baoying and Mr. Lin Fujiang.

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