

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



# 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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) 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 10:30 a.m. 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.

#### **ORDINARY RESOLUTIONS**

- 10. the appointment of domestic auditor for the purpose of this share issue;
- 11. confirmation on related party transactions for the latest 3 years;
- 12. rules of procedures of the Shareholders' General Meetings;
- 13. rules of procedures of the Board of Directors;
- 14. rules of procedures of the Supervisory Committee;
- 15. proceeds management system;
- 16. rules for management of related party transactions;
- 17. rules for external investment management;
- 18. rules for external guarantee management;

19. working rules of the independent directors;
20. the proposed election of Mr. Ren Junyan as the Supervisor;
21. the proposed election of Mr. Wei Ran as the Supervisor; and
22. to authorise the Board to fix the remuneration of the Supervisors.

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 EGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the EGM 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 EGM at the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC (for holders of Domestic Shares) or the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) 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 EGM, 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 (for holders of Domestic Shares) or the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) no later than 4:30 p.m. on 3 May 2019.
5. Shareholders or their proxies shall provide their identification documents when attending the EGM. If corporate Shareholders appoint authorized representative to attend the EGM, 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 EGM.

6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders attending the EGM 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.*

\* *For identification purpose only*