



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 (the "EGM") to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 3 June 2019 at 10:30 a.m. 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 Resolutions		For (note 4)	Against (note 4)
1.	The proposed A Share Offering; (the following resolutions to be voted item by item);		
	(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		
	(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.		

* For identification purpose only

As 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.	The remuneration of the Supervisors.		

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 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.
7. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.
8. 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.
9. Further details of the above resolutions are set out in the circular of the Company dated 18 April 2019.