



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 ANNUAL 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 annual general meeting (the "AGM") to be
held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 3 June 2019 at 9:30 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 Ordinary Resolution		For (note 4)	Against (note 4)
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2018		
2.	(a) To elect directors:		
	(i) To re-elect Mr. Jiang Guoxing as Executive Director		
	(ii) To re-elect Mr. Shi Lei as Executive Director		
	(iii) To re-elect Mr. Yu Jun as Executive Director		
	(iv) To re-elect Ms. Cheng Junxia as Executive Director		
	(v) To re-elect Ms. Zhang Qianling as Non-executive Director		
	(vi) To re-elect Mr. Ma Zhicheng as Non-executive Director		
	(vii) To re-elect Mr. Yao Fuli as Non-executive Director		
	(viii) To re-elect Ms. Zhang Huajing as Non-executive Director		
	(ix) To re-elect Mr. Cheung Wing Keung as Independent Non-executive Director		
	(x) To re-elect Mr. Guo Li as Independent Non-executive Director		
	(xi) To re-elect Mr. Lin Fujiang as Independent Non-executive Director		
	(xii) To elect Mr. Cao Zhongyong as Independent Non-executive Director		
	(b) To authorize the Board to fix the remuneration of Directors		
3.	To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration		
As Special Resolution			
4.	To amend the Articles of Association		
5.	To renew the general mandate to issue new shares		

Signature(s) (note 5): _____

Date: _____ 2019

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 AGM 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 AGM 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 AGM 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.