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If you have sold or transferred all your shares in Shanghai Fudan Microelectronics Group Company Limited, you should at once had this circular and the accompanying confirmation slip and form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

SUPPLEMENTARY CIRCULAR TO THE CIRCULAR DATED 18 APRIL 2019

**PROPOSED ELECTION OF DIRECTORS
AND
SUPPLEMENTARY NOTICE OF AGM**

This supplementary circular (the “Supplementary Circular”) should be read in conjunction with the circular dated 18 April 2019 (the “Original Circular”).

The notice convening the AGM of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China on Monday, 3 June 2019 at 9:30 a.m. is set out on pages 17 to 19 of the Original Circular. A supplementary notice of the AGM (the “Supplementary Notice”) is set out on pages 5 and 6 of this Supplementary Circular. The Letter from the Board, among other things, contains resolutions for the proposed election of independent non-executive directors is set out on pages 1 to 4 of this Supplementary Circular.

A revised proxy form for use at the AGM is enclosed with this Supplementary Circular and such revised proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fmsh.com). Whether or not you are able to attend and/or vote at the AGM, you are requested to complete and return the enclosed revised proxy form in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the AGM.

16 May 2019

** For identification purpose only*

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LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jiang Guoxing (*Chairman*)
Mr. Shi Lei (*Managing Director*)
Mr. Yu Jun (*Deputy Managing Director*)
Ms. Cheng Junxia

Registered Office:

No.220 Handan Road
Shanghai
The PRC

Non-executive Directors:

Ms. Zhang Qianling
Mr. Ma Zhicheng
Mr. Yao Fuli
Ms. Zhang Huajing

Principal Place of Business:

In the PRC:
Building 4, Lane 127, Guotai Road
Shanghai, the PRC

In Hong Kong:
Flat 6, 5/F., East Ocean Centre

98 Granville Road

Independent non-executive Directors:

Mr. Cheung Wing Keung
Mr. Guo Li
Mr. Chen Baoying
Mr. Lin Fujiang

Tsimshatsui East
Kowloon
Hong Kong

Dear Sir or Madam:

PROPOSED ELECTION OF DIRECTORS AND SUPPLEMENTARY NOTICE OF AGM

INTRODUCTION

The purpose of this Supplementary Circular is to provide you with further information regarding the additional resolutions to be proposed at the AGM and to give you supplementary notice of AGM.

This Supplementary Circular should be read together with the Original Circular. Unless indicated otherwise, the capitalised terms used in this Supplementary Circular shall have the same meanings as those defined in the Original Circular.

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LETTER FROM THE BOARD

PROPOSED ELECTION OF DIRECTORS

As the existing independent non-executive directors of the Company, namely Mr. Cheung Wing Keung (“Mr. Cheung”) and Mr. Lin Fujiang (“Mr. Lin”) have tendered their resignations from their posts of independent non-executive directors to the Board on 16 May, 2019, the Board has resolved to propose resolutions in respect of appointing Mr. Cai Minyong (“Mr. Cai”) and Mr. Wang Pin (“Mr. Wang”) to fill the casual vacancies of independent non-executive directors. Upon the approval of the resolutions appointing Mr. Cai and Mr. Wang as independent non-executive directors in the AGM, the Company will enter into independent non-executive director services agreement respectively with Mr. Cai and Mr. Wang for a term of three years commencing from the date of AGM until the expiry of the 8th session of the Board, i.e. 2 June 2022. Mr. Cai and Mr. Wang will be entitled to a monthly travelling allowance of RMB3,000.

Mr. Cai’s biographical details are set out below:

Mr. Cai Minyong, aged 63, graduated in Fudan University with a Bachelor degree in Economics and Management. Mr. Cai was a member respectively of the Budget Working Committee of the Standing Committee of People's Congress, Financial and Economic Committee of the Shanghai Municipal People's Congress, the Shanghai Arbitration Commission and the Arbitrator of China International Economic and Trade Arbitration Commission. He also served as the Chief Executive and Party Secretary of the Shanghai United Assets and Equity Exchange, the Deputy Director of the Management Office of the Organization Department of the Shanghai Municipal, the Supervisor of the Shanghai High-tech Achievement Transformation Service Center, the President of Shanghai Technology Property Exchange, the Supervisor of the Shanghai Science and Technology Development and Exchange Center, the Party Secretary of the Shanghai Pioneer Pharmaceutical Company, the Party Secretary and Factory Manager of the Shanghai Wuzhou Pharmaceutical Factory, and the Chairman respectively of Shanghai Wuzhou Hesite Pharmaceutical Co., Ltd.; the Shanghai Jiuzhou Property Development Co., Ltd. and the Shanghai Pioneer Antibeer Pharmaceutical Co., Ltd. In addition, he was also the President of China Enterprise State-owned Property Rights Exchange Association, Vice Chairman of the Shanghai Financial and Industry Association, and Chairman of the Common Market of Proprietary Rights Trading in the Yangtze River Delta.

Mr. Cai has confirmed that at the date of this circular, (i) he does not hold any position in the Company or any of its subsidiaries nor any directorship in any listed public company in the last three years; (ii) he has no relationship with any Directors, senior management, controlling shareholders or substantial shareholders of the Company; and (iii) he has no interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wang’s biographical details are set out below:

Mr. Wang Pin, aged 45, graduated in Shanghai University with a Bachelor degree in Economics and Management and awarded an EMBA degree from the cooperative of the Shanghai National Accounting Institute and the Arizona State University of the USA. Mr. Wang is a registered accountant of the PRC and a qualified fund dealer of the China Securities Investment Fund Association. He is now a partner of Shanghai Blue Ocean Capital Ltd. He was the assurance manager of an accounting firm and a practicing accountant, and the financial controller of Shanghai Prime Machinery Company Ltd. He has substantial experience in accounting, finance, corporate governance of listed company, merge and acquisition, management and investment.

LETTER FROM THE BOARD

Mr. Wang has confirmed that at the date of this circular, (i) he does not hold any position in the Company or any of its subsidiaries nor any directorship in any listed public company in the last three years; (ii) he has no relationship with any Directors, senior management, controlling shareholders or substantial shareholders of the Company; and (iii) he has no interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this circular and to the best knowledge and belief of the Board, the Directors confirmed that:

1. All the above Directors do not have any relationship with any Directors, senior management, management shareholders or substantial shareholders of the Company;
2. All the above Directors does not hold any positions in the Company or any members of the Company; and
3. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders. Nor is there any information regarding the above directors required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The elections of the above Directors have been approved by the Board and the nomination committee of the Company has also reviewed the factors regarding the two candidates as to the process used for identifying the individual; the perspectives, skills and experience that the individual can bring to the Board and how the individual contributes to diversity of the Board, and made recommendation to the Board that the elections be proposed for Shareholders' approval at the AGM.

AGM

The AGM will be held as originally scheduled on Monday, 3 June 2019, at Building 4, Lane 127, Guotai Road, Shanghai, the PRC at 9:30 a.m. A supplementary notice of the AGM is set out on pages 5 to 6 of this circular.

As above-mentioned, Mr. Cheung and Mr. Lin have tendered their resignations from the posts of independent non-executive directors to the Board on 16 May 2019, in this connection, the Directors will not propose the following ordinary resolutions at the forthcoming AGM regarding the re-elections of Mr. Cheung and Mr. Lin:

2. (a) To elect directors:

(ix) To re-elect Mr. Cheung Wing Keung as Independent Non-executive Director; and

(xi) To re-elect Mr. Lin Fujiang as Independent Non-executive Director

Since the above resolutions are no longer applicable and thus these resolutions and their related voting, will not be considered or taken at the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposal for election of additional Directors is in the best interests of the Company and its shareholders and, accordingly, recommend that all Shareholders to vote in favour of all the proposed resolutions in the AGM.

RESPONSIBILITY STATEMENT

This Supplementary Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief the information contained in this Supplementary Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplementary Circular misleading.

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

Shanghai, the PRC, 16 May 2019

** For identification purpose only*

SUPPLEMENTARY NOTICE OF AGM



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)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of 18 April 2019 (the “Original Notice”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”), among other things, a notice setting out the matters to be dealt with in the annual general meeting of the Company (the “AGM”) to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on 3 June 2019 at 9:30 a.m. Unless otherwise stated, capitalised terms used in this supplementary notice shall have the same meanings as those defined in the circular of 18 April 2019 and the supplementary circular dated 16 May 2019.

SUPPLEMENTARY NOTICE is hereby given that the AGM will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the following additional ordinary resolutions will also be considered and approved:

2. (a) To elect directors:

(xiii) To elect Mr. Cai Minyong as Independent Non-executive Director

(xiv) To elect Mr. Wang Pin as Independent Non-executive Director

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

Shanghai, the PRC, 16 May 2019

Notes:

1. A supplementary circular setting out details of the above resolutions will be dispatched to shareholders of the Company on 18 May 2019.
2. A revised proxy form including the above resolutions for use at the AGM (the “Revised Proxy Form”) has been prepared and is enclosed with this Supplementary Notice.
3. Save for the additional resolutions, there are no other changes to the resolutions set out in the Original Notice. For the details and other matters in relation to the other resolutions to be considered at the AGM, please refer to the Original Notice and the circular of the Company dated 18 April 2019.

4. Completion and delivery of the Revised Proxy Form 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.
5. A Shareholder who has not yet lodged the Original Proxy Form attached to the circular dated 18 April 2019 in accordance with the instructions printed thereon is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Original Proxy Form should not be lodged.
6. A Shareholder who has already lodged the Original Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If no Revised Proxy Form is lodged in accordance with the instructions printed thereon, the Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolutions properly put to the AGM, including the additional proposed resolutions as set out in this supplementary notice.
 - (ii) If the Revised Proxy Form is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the AGM or any adjourned meeting (the "Closing Time"), the Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
 - (iii) If the Revised Proxy Form is lodged after the Closing Time, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid form of proxy if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolutions properly put to the AGM, including the additional proposed resolutions as set out in this supplementary notice.
7. Information containing further details regarding the proposed resolutions set out in the above notice are set out in the circular.

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