



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)

**Revised Proxy Form for Annual General Meeting
to be held on 3 June 2019**

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 Resolutions		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	Not applicable	
	(x) To re-elect Mr. Guo Li as Independent Non-executive Director		
	(xi) To re-elect Mr. Lin Fujiang as Independent Non-executive Director	Not applicable	
	(xii) To elect Mr. Cao Zhongyong as Independent Non-executive Director		
	(xiii) To elect Mr. Cai Minyong as Independent Non-executive Director		
	(xiv) To elect Mr. Wang Pin 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 Resolutions			
4.	To amend the Articles of Association		
5.	To renew the general mandate to issue new shares		

Signature(s) (note 5): _____

Date: _____ 2019

Notes:

Please read the supplementary circular and notice of AGM of the Company dated 16 May 2019 before filling this revised proxy form.

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 revised proxy form 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 revised proxy form and, if such revised 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 revised proxy form.
7. Any alteration made to this revised proxy form must be initialled by the person(s) who sign(s) it.
8. 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.
9. A Shareholder who has not yet lodged the proxy form sent together with the circular dated 18 April 2019 (the “Original Proxy Form”) in accordance with the instructions printed thereon is requested to lodge this revised proxy form (the “Revised Proxy Form”) if he/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.
10. 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 resolution properly put to the AGM, including the additional proposed resolution 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 resolution properly put to the AGM, including the additional proposed resolution as set out in this supplementary notice.
11. Further details of the above resolutions are set out in the circular of the Company dated 18 April 2019 and the supplementary circular dated 16 May 2019.

* *For identification only*