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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)

**CHANGE IN INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
SUPPLEMENTARY NOTICE OF AGM**

1. RESIGNATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) hereby announces that:

- a) Mr. Cheung Wing Keung (“Mr. Cheung”) has tendered his resignation to the Board on 16 May 2019 as (i) an independent non-executive director of the Company (“INED”); and (ii) the chairman of each of the audit committee, nomination committee and remuneration committee of the Board due to his personal commitments and is unable to accommodate the business of the Company. His resignations in respect of the above mentioned positions will take effect on 3 June 2019, being the date of annual general meeting of the Company (the “AGM”). Mr. Cheung has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignations that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).
- b) Mr. Lin Fujiang (“Mr. Lin”) has tendered his resignation to the Board on 16 May 2019 as an INED and a member of the audit committee of the Board due to his busy personal commitments and is unable to accommodate the business of the Company. His resignations in respect of the above mentioned positions will take effect on 3 June 2019, being the date of the AGM. Mr. Lin has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignations that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its gratitude and appreciation to both Mr. Cheung and Mr. Lin for their contributions to the Company during their tenure of office.

2. PROPOSED ELECTION OF INEDs

The Board is pleased to announce that the Board and the nomination committee of the Company have approved to propose the election of Mr. Cai Minyong (“Mr. Cai”) and Mr. Wang Pin (“Mr. Wang”) as INED and resolutions will be proposed by the Board for approval at the AGM to fill the casual vacancy caused by the resignations of Mr. Cheung and Mr. Lin. Upon the passing of the resolutions proposed to elect Mr. Cai and Mr. Wang as INED at the AGM, the Company will enter into an INED service contract with Mr. Cai and Mr. Wang respectively for a term of 3 years from the date of AGM until the expiry date 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.

A supplementary circular setting out the biographical details of Mr. Cai and Mr. Wang will be dispatched to the shareholders of the Company in due course.

3. SUPPLEMENTARY NOTICE OF AGM

Reference is made to the notice of annual general meeting of 18 April 2019 (the “Original Notice”) of the Company, among other things, information setting out the resolutions relating to re-election of directors and the biographical details of the directors proposed to be elected, respectively. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Original 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.

In order to fill the casual vacancies caused by the resignations of Mr. Cheung and Mr. Lin as INED, the Board proposed to submit the following additional resolutions to the AGM:

2. (a) To elect directors:

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

(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

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 only*

Note:

1. A supplementary circular setting out details of the above resolutions will be dispatched to shareholders of the Company in due course.
2. A supplementary circular will be sent and enclosed with a revised proxy form of AGM (the “Revised Proxy Form”) which sets out the abovementioned additional resolutions. A Shareholder who has already lodged the Original Proxy Form with the Company or the H Share Registrar in accordance with the instructions printed thereon should note that the Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
3. Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of the proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Revised Proxy Form be different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.
4. To be valid, the 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 or the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited. 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.
5. For particulars of other resolutions to be considered at the AGM, eligibility for attending the AGM, closure of register of members and other matters regarding the AGM, please refer to the Original Notice and the Original Circular.