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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)

## **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 the resolutions set out in the Original Notice, the following ordinary resolutions will not be considered and approved:

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.

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; 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

*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.

*\* For identification purpose only*

