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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)

**POLL RESULTS OF THE AGM, THE EGM AND THE CLASS MEETINGS
AND
CHANGES IN DIRECTORS AND SUPERVISORS**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice, Supplementary Notice, EGM Notice and the Class Meetings' Notices were duly passed by poll at the AGM, the EGM and the Class Meetings held in sequence on 3 June 2019.

The resignations of the INEDs, namely Mr. Chen Baoying, Mr. Cheung Wing Keung and Mr. Lin Fujiang, have effected on 3 June 2019.

The resignation of Mr. Xu Zhihan, a Supervisor, has effected on 3 June 2019. The appointment of Mr. Ren Junyan as Supervisor has effected on 3 June 2019.

The resignation of Mr. Li Wei, an employee representative Supervisor, has effected on 3 June 2019. In the Company's employee representatives general meeting, the election of Ms. Zhang Yanfeng ("Ms. Zhang") as employee representative Supervisor was passed and with effect on 3 June 2019.

Reference is made to the notice (the "AGM Notice") and the circular (the "Circular") of the annual general meeting (the "AGM") dated 18 April 2019; the supplementary notice (the "Supplementary Notice") and the supplementary circular (the "Supplementary Circular") dated 16 May 2019; and the notice (the "EGM Notice") and the circular (the "EGM Circular") of the extraordinary general meeting (the "EGM") and notices of class meetings (the "Class Meetings' Notices") dated 18 April 2019 of Shanghai Fudan Microelectronics Group Company Limited (the "Company"). Unless otherwise defined, terms used herein shall have the same meaning as defined in these notices and circulars.

1. POLL RESULTS OF THE AGM, THE EGM AND THE CLASS MEETINGS

The board of directors of the Company (the "Board") is pleased to announce that all the resolutions as set out in the AGM Notice, Supplementary Notice, EGM Notice and the Class Meetings' Notices were duly passed by poll at the AGM, the EGM and the Class Meetings held in sequence on 3 June 2019.

As at the date of the AGM and EGM, the Company has a total of 694,502,000 shares of RMB0.10 each in issue (the "Shares"), which was the total number of Shares entitling the shareholders of the Company (the "Shareholders") to attend and vote at the AGM and the EGM. As at the date of the domestic shareholders' class meeting of the Company (the "Domestic Shareholders' Class Meeting"), the Company has a total of 410,172,000 Domestic Shares in issue, which was the total number of Shares entitling the Domestic Shareholders to attend and vote at the Domestic Shareholders' Class Meeting. As at the date of the H shareholders' class meeting of the Company (the "H Shareholders' Class Meeting"), the Company has a total of 284,330,000 H Shares in issue, which was the total number of Shares entitling the H Shareholders to attend and vote at the H Shareholders' Class Meeting. None of the Shares entitled the holders to attend and vote only against the resolutions at the AGM, the EGM and the Class Meetings and no Shareholder was required to abstain from voting in respect of the resolutions.

- (a) The total Shares with voting rights represented by the Shareholders attending the AGM were 438,935,746 Shares, representing approximately 63.20% of the total issued Shares as at the date of the AGM.
- (b) The total Shares with voting rights represented by the Shareholders attending the EGM were 452,311,746 Shares, representing approximately 65.13% of the total issued Shares as at the date of the EGM.
- (c) The total Shares with voting rights represented by the Shareholders attending the Domestic Shareholders' Class Meeting were 410,172,000 Shares, representing 100% of the total issued Domestic Shares as at the date of the Domestic Shareholders' Class Meeting.
- (d) The total Shares with voting rights represented by the Shareholders attending the H Shareholders' Class Meeting were 42,097,746 Shares, representing approximately 14.81% of the total issued H Shares as at the date of the H Shareholders' Class Meeting.

Elite Partners CPA Limited was appointed by the Company as scrutineer for vote-taking. The followings are the poll results of the resolutions passed at the AGM, the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting:

(i) Poll results of the AGM

Ordinary resolutions		Number of votes (approximately %)		Total votes
		For	Against	
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	438,935,746 (100%)	0 (0%)	438,935,746
2.	(a) To re-elect directors:			
	(i) To re-elect Mr. Jiang Guoxing as Executive Director	438,759,746 (99.96%)	196,000 (0.04%)	438,955,746
	(ii) To re-elect Mr. Shi Lei as Executive Director	438,935,746 (100%)	0 (0%)	438,935,746
	(iii) To re-elect Mr. Yu Jun as Executive Director	438,759,746 (99.96%)	196,000 (0.04%)	438,955,746
	(iv) To re-elect Ms. Cheng Junxia as Executive Director	438,545,746 (99.91%)	390,000 (0.09%)	438,935,746
	(v) To re-elect Ms. Zhang Qianling as Non-executive Director	438,934,546 (100%)	1,200 (0%)	438,935,746
	(vi) To re-elect Mr. Ma Zhicheng as Non-executive Director	438,758,546 (99.96%)	197,200 (0.04%)	438,955,746
	(vii) To re-elect Mr. Yao Fuli as Non-executive Director	438,758,546 (99.96%)	197,200 (0.04%)	438,955,746
	(viii) To re-elect Ms. Zhang Huajing as Non-executive Director	438,934,546 (100%)	1,200 (0%)	438,935,746
	(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	435,490,546 (99.22%)	3,445,200 (0.78%)	438,935,746
	(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	438,935,746 (100%)	0 (0%)	438,935,746
	(xiii) To elect Mr. Cai Minyong as Independent Non-executive Director	438,935,746 (100%)	0 (0%)	438,935,746
	(xiv) To elect Mr. Wang Pin as Independent Non-executive Director	438,935,746 (100%)	0 (0%)	438,935,746
	(b) To authorize the Board to fix the remuneration of Directors	438,935,746 (100%)	0 (0%)	438,935,746
3.	To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration	438,935,746 (100%)	0 (0%)	438,935,746
Special resolutions				
4.	To amend Articles of Association	438,621,746 (99.93%)	314,000 (0.07%)	438,935,746
5.	To renew the general mandate to issue new shares	432,840,000 (98.61%)	6,095,746 (1.39%)	438,935,746

As more than 50% of the votes were casted in favour of the ordinary resolutions 1 to 3 and more than two thirds of the votes were casted in favour of the special resolutions 4 and 5, the above resolutions were duly passed as ordinary resolutions and special resolutions of the Company respectively.

(ii) Poll results of the EGM

Special resolutions		Number of votes (approximately %)		Total votes
		For	Against	
1.	The proposed A Share Offering;			
	(a) Type of securities to be issued;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(b) Nominal value per Share;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(c) Offering size;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(d) Mode of offering;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(e) Target subscribers;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(f) Pricing methodology;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(g) Use of proceeds;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(h) Method of underwriting;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(i) Place of listing; and	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
	(j) Validity period of the resolution.	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
2.	The proposed amendments to the Articles of Association;	452,311,746 (100%)	0 (0%)	452,311,746
3.	Feasibility on investing in the Project with proceeds from Initial Public Offering of A Shares;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746

4.	The plan for distribution of profits accumulated before the Initial Public Offering and listing of A Shares;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
5.	The future dividend plan for the three years after the Initial Public Offering and listing of A Shares;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
6.	Price stabilisation plan for the A Shares within three years after the Initial Public Offering and listing of A Shares;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
7.	Undertakings and related restrictive measures in connection with the Initial Public Offering and listing of A Shares;	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
8.	Explanation on dilution of immediate returns and related remedial measures as a result of the Initial Public Offering and listing of A Shares; and	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
9.	The authorisation granted to the Board to handle all matters relating to the Initial Public Offering and listing of A Shares.	451,613,746 (99.85%)	698,000 (0.15%)	452,311,746
Ordinary resolutions				
10.	The appointment of domestic auditor for the purpose of this share issue;	434,323,746 (100%)	0 (0%)	434,323,746
11.	Confirmation on related party transactions for the latest 3 years;	434,323,746 (100%)	0 (0%)	434,323,746
12.	Rules of procedures of the Shareholders' General Meetings;	434,323,746 (100%)	0 (0%)	434,323,746
13.	Rules of procedures of the Board of Directors;	434,323,746 (100%)	0 (0%)	434,323,746
14.	Rules of procedures of the Supervisory Committee;	434,323,746 (100%)	0 (0%)	434,323,746
15.	Proceeds management system;	434,323,746 (100%)	0 (0%)	434,323,746
16.	Rules for management of related party transactions;	434,323,746 (100%)	0 (0%)	434,323,746
17.	Rules for external investment management;	434,323,746 (100%)	0 (0%)	434,323,746
18.	Rules for external guarantee management;	434,323,746 (100%)	0 (0%)	434,323,746
19.	Working rules of the independent directors;	434,323,746 (100%)	0 (0%)	434,323,746
20.	The proposed election of Mr. Ren Junyan as the Supervisor;	434,323,746 (100%)	0 (0%)	434,323,746
21.	The proposed election of Mr. Wei Ran as the Supervisor; and	434,179,746 (99.97%)	144,000 (0.03%)	434,323,746
22.	The remuneration of the Supervisors.	434,323,746 (100%)	0 (0%)	434,323,746

As more than two thirds of the votes were casted in favour of the special resolutions 1 to 9 and more than 50% of the votes were casted in favour of the ordinary resolutions 10 to 22, the above resolutions were duly passed as special resolutions and ordinary resolutions of the Company respectively.

(iii) Poll results of the Domestic Shareholders' Class Meeting

Special resolutions		Number of votes (approximately %)		Total votes	
		For	Against		
1.	The proposed A Share Offering;				
	(a)	Type of securities to be issued;	410,172,000 (100%)	0 (0%)	410,172,000
	(b)	Nominal value per Share;	410,172,000 (100%)	0 (0%)	410,172,000
	(c)	Offering size;	410,172,000 (100%)	0 (0%)	410,172,000
	(d)	Mode of offering;	410,172,000 (100%)	0 (0%)	410,172,000
	(e)	Target subscribers;	410,172,000 (100%)	0 (0%)	410,172,000
	(f)	Pricing methodology;	410,172,000 (100%)	0 (0%)	410,172,000
	(g)	Use of proceeds;	410,172,000 (100%)	0 (0%)	410,172,000
	(h)	Method of underwriting;	410,172,000 (100%)	0 (0%)	410,172,000
	(i)	Place of listing; and	410,172,000 (100%)	0 (0%)	410,172,000
	(j)	Validity period of the resolution.	410,172,000 (100%)	0 (0%)	410,172,000
2.	The proposed amendments to the Articles of Association;		410,172,000 (100%)	0 (0%)	410,172,000
3.	Feasibility on investing in the Project with proceeds from Initial Public Offering of A Shares;		410,172,000 (100%)	0 (0%)	410,172,000
4.	The plan for distribution of profits accumulated before the Initial Public Offering and listing of A Shares;		410,172,000 (100%)	0 (0%)	410,172,000
5.	The future dividend plan for the three years after the Initial Public Offering and listing of A Shares;		410,172,000 (100%)	0 (0%)	410,172,000
6.	Price stabilisation plan for the A Shares within three years after the Initial Public Offering and listing of A Shares;		410,172,000 (100%)	0 (0%)	410,172,000
7.	Undertakings and related restrictive measures in connection with the Initial Public Offering and listing of A Shares;		410,172,000 (100%)	0 (0%)	410,172,000
8.	Explanation on dilution of immediate returns and related remedial measures as a result of the Initial Public Offering and listing of A Shares; and		410,172,000 (100%)	0 (0%)	410,172,000
9.	The authorisation granted to the Board to handle all matters relating to the Initial Public Offering and listing of A Shares.		410,172,000 (100%)	0 (0%)	410,172,000

As more than two thirds of the votes were casted in favour of the special resolutions 1 to 9, the above resolutions were duly passed as special resolutions of the Company respectively.

(iv) Poll results of the H Shareholders' Class Meeting

Special resolutions		Number of votes (approximately %)		Total votes	
		For	Against		
1.	The proposed A Share Offering;				
	(a)	Type of securities to be issued;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(b)	Nominal value per Share;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(c)	Offering size;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(d)	Mode of offering;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(e)	Target subscribers;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(f)	Pricing methodology;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(g)	Use of proceeds;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(h)	Method of underwriting;	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(i)	Place of listing; and	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
	(j)	Validity period of the resolution.	41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
2.	The proposed amendments to the Articles of Association;		42,097,746 (100%)	0 (0%)	42,097,746
3.	Feasibility on investing in the Project with proceeds from Initial Public Offering of A Shares;		41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
4.	The plan for distribution of profits accumulated before the Initial Public Offering and listing of A Shares;		41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
5.	The future dividend plan for the three years after the Initial Public Offering and listing of A Shares;		41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
6.	Price stabilisation plan for the A Shares within three years after the Initial Public Offering and listing of A Shares;		41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
7.	Undertakings and related restrictive measures in connection with the Initial Public Offering and listing of A Shares;		41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
8.	Explanation on dilution of immediate returns and related remedial measures as a result of the Initial Public Offering and listing of A Shares; and		41,399,746 (98.34%)	698,000 (1.66%)	42,097,746
9.	The authorisation granted to the Board to handle all matters relating to the Initial Public Offering and listing of A Shares.		41,399,746 (98.34%)	698,000 (1.66%)	42,097,746

As more than two thirds of the votes were casted in favour of the special resolutions 1 to 9, the above resolutions were duly passed as special resolutions of the Company respectively.

2. CHANGES IN DIRECTORS

- (a) With reference to the announcement of the Company dated 31 March 2019, the resignation of Mr. Chen Baoying, the Company's independent non-executive director ("INED"), has effected on 3 June 2019.
- (b) With reference to the announcement of the Company dated 16 May 2019, the resignations of the INEDs, namely Mr. Cheung Wing Keung and Mr. Lin Fujiang, have effected on 3 June 2019.
- (c) The proposals to elect Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin were passed in the AGM and their appointments has effected on 3 June 2019. The biographical details of the three INEDs were set out in the Circular and Supplementary Circular.

3. CHANGES IN SUPERVISORS

- (a) With reference to the announcement of the Company dated 31 March 2019, the resignation of Mr. Xu Zhihan, a supervisor of the Company ("Supervisor"), has effected on 3 June 2019. The proposal to elect Mr. Ren Junyan ("Mr. Ren") as Supervisor was passed in the EGM and his appointment has effected on 3 June 2019. The biographical details of M. Ren were set out in the EGM Circular.
- (b) With reference to the announcement of the Company dated 29 May 2019, the resignation of Mr. Li Wei, an employee representative Supervisor, has effected on 3 June 2019. In the Company's employee representatives general meeting, the election of Ms. Zhang Yanfeng ("Ms. Zhang") as employee representative Supervisor was passed and with effect on 3 June 2019. Ms. Zhang, aged 43, joined the Company in 2005 and is the Officer of Human Resource of the Company and holds a Master's degree in Business Administration of the University of Hong Kong.

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

Shanghai, the PRC, 3 June 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. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

** For identification purposes only*