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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)

PROPOSALS FOR
(1) APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) APPOINTMENT OF SUPERVISOR
(3) CONFIRMATION OF THE COMPANY'S JOINT INVESTMENTS WITH
DIRECTORS AND SENIOR MANAGEMENT
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on Friday, 16 August 2019 at 3:00 p.m. is set out on pages 9 to 10 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy 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 EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Friday, 26 July 2019; and (ii) the enclosed form of proxy 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 EGM.

28 June 2019

* For identification purpose only

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DEFINITIONS

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	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 PRC and whose H shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB 0.10 each in the capital of the Company which are subscribed for in Renminbi
“EGM”	the extraordinary general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on 16 August 2019 at 3:00 p.m.
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“H Share(s)”	foreign invested share(s) of nominal value of RMB 0.10 each in the capital of the Company which are listed on main board of the Stock Exchange and subscribed for in HK dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	24 June 2019 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	registered Domestic Shareholders and H Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

DEFINITIONS

“Supervisory Committee” the committee of Supervisors

“%” Percent

* *For identification purpose only*

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

Non-executive Directors:

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

Independent non-executive Directors:

Mr. Guo Li
Mr. Cao Zhongyong
Mr. Cai Minyong
Mr. Wang Pin

Registered Office:

No.220 Handan Road
Shanghai
The PRC

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
Tsimshatsui East
Kowloon
Hong Kong

Dear Sir or Madam:

PROPOSALS FOR
(1) APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) APPOINTMENT OF SUPERVISOR
(3) CONFIRMATION OF THE COMPANY'S JOINT INVESTMENTS WITH
DIRECTORS AND SENIOR MANAGEMENT
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with further information regarding the resolutions to be proposed at the EGM: (i) to appoint Non-executive Director; (ii) to appoint Supervisor; (iii) confirmation of the Company's joint investments with Directors and senior management; and (iv) to give you notice of EGM.

* For identification purpose only

LETTER FROM THE BOARD

A. PROPOSAL FOR APPOINTMENT OF NON-EXECUTIVE DIRECTOR

With reference to the announcement of the Company published on 12 June 2019 (the “Announcement”) that Mr. Yao Fuli (“Mr. Yao”), a non-executive director of the Company, has notified the Board on 12 June 2019 that due to his busy schedule on other commitments, tendered his resignation from the post of non-executive Director, and his resignation will take effect until the resolution of the proposed appointment of the new non-executive Director passed at the EGM. The nomination committee of the Company has approved the proposed nomination of Mr. Wu Ping (“Mr. Wu”) as non-executive Director and a relevant resolution will also be proposed by the Board for approval at the EGM. Upon the passing of the resolution proposed to appoint Mr. Wu as non-executive Director at the EGM, the Company will enter into a non-executive director service contract with Mr. Wu from the date of EGM until the expiry date of the 8th session of the Board, which is 2 June 2022. Mr. Wu will not receive any director’s remuneration.

Biographical details of Mr. Wu are set out in the appendix 1 of this circular.

B. PROPOSAL FOR APPOINTMENT OF SUPERVISOR

With reference to the Announcement, the shareholder representative Supervisor, Mr. Wei Ran, due to his busy schedule on other commitments, has resigned from the post of Supervisor on 12 June 2019. With the recommendation of the Company’s substantial Shareholder, Shanghai Fudan Fukong Technology Industry Holdings Co., Ltd., Mr. Gu Weizhong (“Mr. Gu”) was proposed to be appointed as shareholder representative Supervisor to fill the casual vacancy. Upon the passing of the resolution proposed to appoint Mr. Gu as Supervisor at the EGM, the Company will enter into a supervisor service contract with Mr. Gu from the date of EGM until the expiry date of the 8th session of the Supervisory Committee, which is 2 June 2022. Mr. Gu will not receive any supervisor’s remuneration.

Biographical details of Mr. Gu are set out in the appendix 2 of this circular.

C. CONFIRMATION OF THE COMPANY'S JOINT INVESTMENTS WITH DIRECTORS AND SENIOR MANAGEMENT

According to the resolutions passed by the Shareholders at the extraordinary general meeting and the Class Meetings held on 3 June 2019, including the proposed issue of A Shares and related proposals, the Company is in the process of applying for the initial public offering of the A Shares and listing on the Sci-Tech Innovation Board of Shanghai Stock Exchange. In accordance with the “Q&A on the Shanghai Stock Exchange Issuing Supporting Rules and Guidelines for Launching Sci-Tech Innovation Board and Piloting

LETTER FROM THE BOARD

Registration based IPO System” and considering the joint investments between the Company with the Directors and senior management, the Board proposes to pass a resolution at the EGM to confirm the following joint investments.

Name	Position in the Company	Joint investment project	Equity category	Number of ordinary shares held	Percentage of shareholding
Mr. Yu Jun (Note 1)	Executive Director and Deputy Managing Director	Shanghai Fukong Hualong Micro-system Technology Co., Ltd. ("Fukong Hualong")	Indirectly held through a partnership	(Note 1)	(Note 1)
Ms. Fang Jing (Note 2)	Chief Financial Officer and Secretary of Board	Sino IC Technology Co., Ltd. ("Sino IC")	Directly held	227,251 shares	0.12%

Notes:

1. Mr. Yu Jun is currently a director of Fukong Hualong. He invested RMB400,000 as capital contribution in Zhoushanshi Kangxin Investment Partners Enterprise ("Kangxin Investment") on 3 April 2018, owing as to 2% assets interest in the partnership. Kangxin Investment holds 25% equity interest in Fukong Hualong. The Company holds 38.25% equity interest in Fukong Hualong, and the Company has the controlling right of Fukong Hualong in accordance with the concerted action agreement entered into between the Company and Kangxin Investment, and therefore Fukong Hualong is the subsidiary of the Company.
2. Ms. Fang Jing is currently a supervisor of Sino IC. She invested in Sino IC on 18 December 2009. The Company holds 50.3% equity interest in Sino IC, and Sino IC is the subsidiary of the Company.

D. EGM

A notice convening the EGM is set out in Appendix 3 of this circular.

Pursuant to the Listing Rules and in accordance with article 66 of the Articles, all of the resolutions set out in the notice of EGM will be voted by poll.

E. CLOSURE OF REGISTER OF MEMBERS

For the purpose of EGM, the Register of Members of the Company will be closed from 17 July 2019 to 16 August 2019 (both days inclusive) and during which no transfer of Shares will be effected.

Persons who hold Shares and whose names appear on the Register of Members of the Company as at 17 July 2019 shall be entitled to attend the EGM. To be qualified to attend the EGM, all transfers accompanied by the relevant share certificates must be lodged 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) not later than 4:30 p.m. on 16 July 2019. *(The address of Tricor Tengis Limited will be changed to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong on 11 July 2019)*

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposals for appointment of non-executive Director and Supervisor and confirmation of the Company's joint investments with Directors and senior management are in the best interests of the Company and Shareholders and, accordingly, recommend that all Shareholders to vote in favour of the above proposed resolutions in the EGM.

RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

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

Shanghai, the PRC, 28 June 2019

* For identification purpose only

An ordinary resolution approving the appointment of Non-executive Director will be proposed at the EGM. The biographical details of the proposed Director are set out below:

Mr. Wu Ping (“Mr. Wu”), aged 55, holds a bachelor’s degree from Shanghai Second Polytechnic University. He previously served as the secretary of the league committee of Shanghai Rectifier Factory Co., Ltd., director of factory office of Shanghai Mining Electrical Appliances Factory Co., Ltd., the executive director and senior vice president of Shanghai Fosun High Technology (Group) Co., Ltd., the director of Debon Securities Co., Ltd., the general manager of Shanghai Commercial Investment (Group) Co., Ltd. (“SCI”) ^(Note), the chairman of Shanghai Commercial Investment Venture Capital Co., Ltd., the chairman of Shanghai Fudan Fukong Technology Industry Holdings Co., Ltd. (“Fudan Fukong”) ^(Note), the chairman of Shanghai Space-Star Venture Investment Management Co., Ltd. From October 1995 up to June 2018, he served as the director of Shanghai Bailian Group Co., Ltd. and the chairman of Shanghai Yuyuan Tourist Mart Co., Ltd., companies listed on the Shanghai Stock Exchange, respectively, as well as the director of Zhaojin Mining Industry Company Limited, a company listed on the Stock Exchange. He is currently the chairman of Shanghai Commercial Investment Holding Limited and served as the director of Shanghai No.1 Pharmacy Co., Ltd., a company listed on the Shanghai Stock Exchange from 12 December 2018.

As at the Latest Practicable Date, save for the above-mentioned, Mr. Wu does not hold any directorship in any listed public company in Hong Kong or overseas in the last three years, and he has no relationship with any Directors, senior management, controlling shareholders or substantial shareholders of the Company (within the meaning of the Listing Rules). Mr. Wu had no personal interest in the Shares (within the meaning of Part XV of the SFO).

There is no other information relating to the appointment of Mr. Wu that needs to be disclosed pursuant to the requirement of Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Note:

Fudan Fukong held 109,620,000 Domestic Shares that represent 15.78% equity interest of Shares issued and is a substantial Shareholder. SCI held 70.2% equity interest of Fudan Fukong. Accordingly, SCI is deemed to be interested in the Company’s equity interest held by Fudan Fukong.

An ordinary resolution approving the appointment of Supervisor will be proposed at the EGM. The biographical details of the proposed Supervisor are set out below:

Mr. Gu Weizhong (“Mr. Gu”), aged 50, holds a master’s degree of law from Fudan University and a bachelor’s degree from PLA Nanjing Political College. He previously served as the teacher of the political teaching and research section, political department officer and instructor of The Second Military Medical University, the deputy director and director of Shanghai Municipal State-owned Assets Supervision and Administration Commission, the deputy director and director of Secretary Office of the Board of Directors and deputy director of the party committee office of Bailian Group Co., Ltd. (Bailian Group) ^(Note), the deputy secretary of the party committee of SCI ^(Note). He is currently the secretary of the party committee of SCI and director of the party committee office of Bailian Group.

As at the Latest Practicable Date, Mr. Gu does not hold any directorship in any listed public company in Hong Kong or overseas in the last three years, and he has no relationship with any Directors, senior management, controlling shareholders or substantial shareholders of the Company (within the meaning of the Listing Rules). Mr. Gu had no personal interest in the Shares (within the meaning of Part XV of the SFO).

There is no other information relating to the appointment of Mr. Gu that needs to be disclosed pursuant to the requirement of Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Note:

Fudan Fukong held 109,620,000 Domestic Shares that represent 15.78% equity interest of Shares issued and is a substantial Shareholder. Bailian Group is a state-owned enterprise wholly owned by the Shanghai Municipal Government and wholly owned SCI, and SCI held 70.2% equity interest of Fudan Fukong. Accordingly, each of SCI and Bailian Group is deemed to be interested in the Company’s equity interest held by Fudan Fukong.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on 16 August 2019 at 3:00 p.m. for the following purposes:–

ORDINARY RESOLUTION

1. To appoint Mr. Wu Ping as Non-executive Director;
2. To appoint Mr. Gu Weizhong as Supervisor; and
3. Confirmation of the Company’s joint investments with Directors and senior management.

By order of the Board

Shanghai Fudan Microelectronics Group Company Limited*

Jiang Guoxing

Chairman

Shanghai, the PRC, 28 June 2019

Notes:

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 17 July 2019 shall be entitled to attend the EGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the EGM is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or in writing by its director or other attorney duly authorized to sign the same. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney, must be deposited not less than 24 hours before the time appointed for the holding of the EGM 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 proxy form. *(The address of Tricor Tengis Limited will be changed to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong on 11 July 2019)*

* For identification purpose only

4. The Register of Members of the Company will be closed from 17 July 2019 to 16 August 2019 (both dates inclusive) during which period no transfer of shares will be registered. To be qualified to attend the EGM, all transfers accompanied by the relevant share certificates must be lodged with 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) no later than 4:30 p.m. on 16 July 2019. (The address of Tricor Tengis Limited will be changed to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong on 11 July 2019)
5. Shareholders or their proxies shall provide their identification documents when attending the EGM. If corporate Shareholders appoint authorized representative to attend the EGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
8. Information containing further details regarding the proposed resolutions set out in the above notice as required by the Listing Rules are set out in appendices of this circular.