



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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

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 extraordinary general meeting (the "EGM")
to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 16 August 2019 at 3:00
p.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 Resolution		For (note 4)	Against (note 4)
1.	To appoint Mr. Wu Ping as Non-executive Director		
2.	To appoint Mr. Gu Weizhong as Supervisor		
3.	Confirmation of the Company's joint investments with Directors and senior management.		

Signature(s) (note 5): _____

Date: _____ 2019

Notes:

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 EGM 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 form of proxy 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 proxy form and, if such 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 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)*
7. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.
8. 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.
9. Further details of the above resolutions are set out in the circular of the Company dated 28 June 2019.

* For identification purpose only