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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 EGM HELD ON 16 AUGUST 2019
AND
CHANGES IN DIRECTORS AND SUPERVISOR**

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by poll at the EGM held on 16 August 2019.

The resignation of Mr. Yao Fuli as non-executive director and the appointment of Mr. Wu Ping as non-executive director, have effected on 16 August 2019.

The appointment of Mr. Gu Weizhong as supervisor has effected on 16 August 2019.

Reference is made to the circular (the “Circular”) and the notice (the “Notice”) of the extraordinary general meeting (the “EGM”) dated 28 June 2019 of Shanghai Fudan Microelectronics Group Company Limited (the “Company”). Unless otherwise defined, terms used herein shall have the same meaning as defined in the notice and circular.

1. POLL RESULTS OF THE EGM

The board of directors of the Company (the “Board”) is pleased to announce that all the resolutions as set out in the Notice were duly passed by poll at the EGM held on 16 August 2019.

As at the date of the 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 EGM. None of the Shares entitled the holders to attend and vote only against the resolutions at the EGM and no Shareholder was required to abstain from voting in respect of the resolutions. The total Shares with voting rights represented by the Shareholders attending the EGM were 390,828,527 Shares, representing approximately 56.27% of the total issued Shares as at the date of the EGM.

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 EGM:

Ordinary resolutions		Number of votes (approximately %)		Total votes
		For	Against	
1.	To appoint Mr. Wu Ping as Non-executive Director	353,601,422 (90.47%)	37,227,105 (9.53%)	390,828,527
2.	To appoint Mr. Gu Weizhong as Supervisor	353,451,686 (90.44%)	37,376,841 (9.56%)	390,828,527
3.	Confirmation of the Company's joint investments with Directors and senior management	353,675,827 (90.49%)	37,152,700 (9.51%)	390,828,527

As more than 50% of the votes were casted in favour of the ordinary resolutions 1 to 3, all the above resolutions were duly passed as ordinary resolutions of the Company.

2. CHANGES IN DIRECTORS

With reference to the announcement of the Company dated 12 June 2019 (“That Announcement”), the resignation of Mr. Yao Fuli as non-executive director and the appointment of Mr. Wu Ping as non-executive director, have effected on 16 August 2019.

3. CHANGE IN SUPERVISOR

With reference to That Announcement and the announcement of the Company dated 2 July 2019, the appointment of Mr. Gu Weizhong as supervisor has effected on 16 August 2019.

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

Shanghai, the PRC, 16 August 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, Ms. Zhang Huajing and Mr. Wu Ping and independent non-executive directors are Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

** For identification purposes only*