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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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.

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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)

#### PROPOSALS FOR

- (1) **EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION  
IN RESPECT OF THE PROPOSED A SHARE OFFERING;**
- (2) **EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORISATIONS  
GRANTED TO THE BOARD TO HANDLE ALL MATTERS RELATING TO  
THE IPO AND  
LISTING OF A SHARES;**
- (3) **RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES;**
- (4) **AMENDMENTS TO ARTICLES OF ASSOCIATION;**
- (5) **AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT) AND  
RULES OF PROCEDURES OF THE GENERAL MEETINGS; AND**
- (6) **NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

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Notices convening the AGM and Class Meetings to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on Friday, 5 June 2020 are set out on pages AGM-1 to AGM-4, DCM-1 to DCM-2 and HCM-1 to HCM-2 of this circular.

Forms of proxy for use at the AGM and Class Meetings are enclosed with this circular and such forms of proxy are also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.fmsh.com](http://www.fmsh.com)). Whether or not you are able to attend and/or vote at the AGM and Class Meetings, you are requested to complete and return (i) the enclosed reply slips in accordance with the instructions printed thereon not later than Friday, 15 May 2020; and (ii) the enclosed forms 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 AGM and Class Meetings.

16 April 2020

\* For identification purpose only

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## DEFINITIONS

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“AGM”	the annual general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Friday, 5 June 2020 at 10:00 a.m.
“A Share(s)”	the ordinary share(s) of nominal value of RMB0.10 each of the Company which are subscribed for and traded in RMB
“A Share Offering”	the Company’s proposed public offering of not more than 231,500,000 A Shares, such A Shares will be listed on the Shanghai Stock Exchange
“Class Meetings”	The class meetings of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Friday, 5 June 2020 at 10:30 a.m. and 11:00 a.m. respectively (or immediately after the AGM to be held on the same day and same place at 10:00 a.m., whichever is the later)
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“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
“Directors”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB0.10 each in the capital of the Company which are subscribed for in RMB
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“General Mandate”	the proposed general mandate to be granted to the Directors at the AGM to permit the allotment and issue of new Shares in the Company of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“H Share(s)”	foreign invested share(s) of nominal value of RMB0.10 each in the capital of the Company which are listed on main board of the Stock Exchange and subscribed for in HK\$
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Latest Practicable Date”	8 April 2020 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
“SFO”	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“%”	Percent

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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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)

*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

Ms. Zhang Huajing

Mr. Wu Ping

*Independent non-executive Directors:*

Mr. Guo Li

Mr. Cao Zhongyong

Mr. Cai Mingyong

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) EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION  
IN RESPECT OF THE PROPOSED A SHARE OFFERING;
- (2) EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORISATIONS  
GRANTED TO THE BOARD TO HANDLE ALL MATTERS RELATING TO  
THE IPO AND  
LISTING OF A SHARES;
- (3) RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES;
- (4) AMENDMENTS TO ARTICLES OF ASSOCIATION;
- (5) AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT) AND  
RULES OF PROCEDURES OF THE GENERAL MEETINGS; AND
- (6) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

\* For identification purpose only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with further information regarding the resolutions to be proposed at the forthcoming AGM and the Class Meetings: (i) to extend the validity period of the resolution in respect of the proposed A Share Offering; (ii) to extend the authorisations granted to the board to handle all matters relating to the IPO and listing of A shares; (iii) to renew the General Mandate to issue new Shares; (iv) to amend Articles of Association; (v) to amend Articles of Association (draft) and rules of procedures of the general meetings; and (vi) to give you notices of AGM and Class Meetings.

#### **A. PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTION IN RESPECT OF THE PROPOSED A SHARE OFFERING AND EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORISATIONS GRANTED TO THE BOARD TO HANDLE ALL MATTERS RELATING TO THE IPO AND LISTING OF A SHARES**

Reference is made to the circular of the Company dated 18 April 2019 concerning (which includes) (i) proposal of listing of A Shares; (ii) proposal of authorisations granted to the Board to handle all matters relating to the IPO and listing of A Shares (collectively the “Resolutions”). As the preparation of application materials relating to the proposal of listing of A shares to be submitted to the Shanghai Stock Exchange includes A Shares prospectus and the audit reports for the past three years under the PRC accounting standards are time consuming, and therefore the Company expects the matters relating to listing of A Shares may not be completed before expiry of the validity period of the Resolutions which is on 2 June 2020. As a result, the Board will seek permission from Shareholders to extend the validity period of the Resolutions for one year from the date of the AGM and the Class Meetings.

#### **B. RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES**

At the annual general meeting of the Company for the year 2018 held on 3 June 2019 (the “2018 AGM”), the Shareholders approved, among other things, the grant of a general mandate which authorised the Directors to allot, issue and deal with not more than 138,900,400 new Shares, being 20% of 694,502,000 Shares in issue of the Company as at the date of the 2018 AGM.

The general mandate granted under the 2018 AGM has not been unutilised or refreshed.

In accordance with conditions of the General Mandate granted, such mandate will be lapsed at the conclusion of the forthcoming AGM. The Directors believe that the renewal of this mandate is in the interests of the Company and the Shareholder as a whole. A special resolution will be proposed by the Directors at the forthcoming AGM for the Shareholders’ approval to renew the General Mandate to the Directors to exercise the powers of the Company to issue new Shares with not more than 20% of the Shares in issue of the Company as at the date of the AGM. Assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of AGM, the Directors will be authorised to issue up to a maximum of 138,900,400 Shares, including 56,866,000 H Shares and 82,034,400 Domestic Shares, pursuant to the General Mandate based on 694,502,000 Shares, of which 284,330,000 H Shares and 410,172,000 Domestic Shares were in issue as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### **C. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

In accordance with the Company Law of the PRC and relevant provisions under “Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies” of the State Council (No. 97 [2019] of the State Council), and with a view to improve corporate governance of the Company, the Directors has proposed to amend the Articles of Association. Details of the special resolutions proposed relating to the amendments of the Articles of Association are set out in Appendix 1 to this circular.

### **D. AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT) AND RULES OF PROCEDURES OF THE GENERAL MEETINGS**

Reference is made to the circular of the Company dated 18 April 2019 and the amended Articles of Association (Articles of Association (Draft)) which was approved in the Extraordinary General Meeting and Class Meetings held on 3 June 2019 and the formulated rules of procedures of general meetings (“Rules of procedures of the general meetings”), the Articles of Association (Draft) and rules of procedures of the general meetings will be effective when listing of A Shares and its trading commenced.

Pursuant to the proposed amendments in item C above, the Board has proposed to amend the Articles of Association (Draft) and rules of procedures of the general meetings. Details are set out in Appendix 2 and 3 to this circular.

### **E. CONFIRMATION OF RELATED PARTY TRANSACTIONS OF 2019**

Pursuant to the requirements of listing of A Shares, the Company has prepared the related party transactions report as at 31 December 2019, and its details are set out in Appendix 4 to this circular.

### **F. REPORT OF THE SUPERVISORY COMMITTEE**

A report of the Supervisory Committee of the Company is set out in Appendix 5 to this circular.

### **G. ANNUAL GENERAL MEETING AND CLASS MEETINGS**

Notices convening the AGM and Class Meetings are set out in pages AGM-1 to AGM-4, DCM-1 to DCM-2 and HCM-1 to HCM-2 to this circular.

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

No Shareholder is required to abstain from voting on any resolution to be proposed at the AGM or Class Meetings.

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## LETTER FROM THE BOARD

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### H. CLOSURE OF REGISTER OF MEMBERS

For the purpose of AGM and Class Meetings, the Register of Members of the Company will be closed from 6 May 2020 to 5 June 2020 (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 6 May 2020 shall be entitled to attend the AGM and Class Meetings. To be qualified to attend the AGM and Class Meetings, 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 5 May 2020.

### RECOMMENDATION

The Directors consider that the proposals for extension of the validity period of the resolution in respect of the proposed A Share Offering; extension of the validity period of the authorisations granted to the board to handle all matters relating to the IPO and listing of A Shares, renewal of the General Mandate to issue new shares, amendments to Articles of Association, and amendments to Articles of Association (draft) and rules of procedures of the general meetings are in the best interests of the Company and its shareholders and, accordingly, recommend that all Shareholders to vote in favour of the above proposed resolutions in the AGM and Class Meetings.

### 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, 16 April 2020



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**APPENDIX 1**

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**PROPOSED AMENDMENTS TO  
ARTICLES OF ASSOCIATION**

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This Appendix 1 sets out the existing Articles of Association and proposed amendments thereto for the purpose of information. The terms used herein this Appendix 1 shall have the same meanings as defined in the Articles of Association.

The English version in this Appendix 1 is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

No.	Article	Before Amendments	After Amendments
1.	Article 50	<p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) to decide on the business policies and investment plans of the Company;</p> <p>(2) to elect and replace directors, the procedures of which are to be published on the Company's website, and to decide on matters concerning the remuneration of directors;</p> <p>(3) to elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning the remuneration of supervisors;</p> <p>(4) to examine and approve reports of the board of directors;</p> <p>(5) to examine and approve reports of the board of supervisors;</p> <p>(6) to examine and approve the Company's annual financial budget and final account proposals;</p> <p>(7) to examine and approve the Company's plans for profit distribution and reparation for losses;</p> <p>(8) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p>	<p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) to decide on the business policies and investment plans of the Company;</p> <p>(2) to elect and replace directors, the procedures of which are to be published on the Company's website, and to decide on matters concerning the remuneration of directors;</p> <p>(3) to elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning the remuneration of supervisors;</p> <p>(4) to examine and approve reports of the board of directors;</p> <p>(5) to examine and approve reports of the board of supervisors;</p> <p>(6) to examine and approve the Company's annual financial budget and final account proposals;</p> <p>(7) to examine and approve the Company's plans for profit distribution and reparation for losses;</p> <p>(8) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p>

No.	Article	Before Amendments	After Amendments
		<p>(9) to pass resolutions on matters such as the merger, division, dissolution or liquidation of the Company;</p> <p>(10) to pass resolutions on the issuance of bonds by the Company;</p> <p>(11) to pass resolutions on the appointment, removal or non-reappointment of accounting firms by the Company;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to examine motions raised by shareholders representing <u>5</u> percent or more of the Company's voting shares</p> <p>(14) other matters that laws, administrative regulations and the Company's Articles of Association require to be resolved by the shareholders' general meeting;</p> <p>(15) other matters that be authorized and/or entrusted by the shareholders' general meeting.</p>	<p>(9) to pass resolutions on matters such as the merger, division, dissolution or liquidation of the Company;</p> <p>(10) to pass resolutions on the issuance of bonds by the Company;</p> <p>(11) to pass resolutions on the appointment, removal or non-reappointment of accounting firms by the Company;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to examine motions raised by shareholders representing <u>3</u> percent or more of the Company's voting shares</p> <p>(14) other matters that laws, administrative regulations and the Company's Articles of Association require to be resolved by the shareholders' general meeting;</p> <p>(15) other matters that be authorized and/or entrusted by the shareholders' general meeting.</p>
2.	Article 53	<p>When the Company is to hold a shareholders' general meeting, it shall issue a written notice <u>45</u> days prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting. <u>Shareholders that intend to attend the shareholders' general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company on meeting attendance.</u></p>	<p>When the Company is to hold a shareholders' <u>annual</u> general meeting, it shall <u>by way of public announcement</u> and issue a written notice <u>20 business days (exclusive of both the dates of notice and meeting)</u> prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting.</p> <p><u>When the Company convenes a shareholders' extraordinary general meeting, the shareholders shall be notified by way of public announcement and issue a written notice 15 days or 10 business days (whichever is the longest and exclusive of both the dates of notice and meeting) prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting.</u></p> <p><u>The "business day" mentioned in this Articles of Association shall mean the day of non-statutory public holiday both in the PRC and Hong Kong.</u></p>

No.	Article	Before Amendments	After Amendments
3.	Article 55	<p><u>Based on the written replies received from the shareholders 20 days prior to a shareholders' general meeting, the Company shall calculate the number of voting shares held by each shareholder who intend to attend the meeting. If the total number of voting shares held by shareholders intending to attend the meeting account for more than half of the total issued and outstanding voting shares, the Company may hold the shareholders' general meeting. If not, the Company shall within five days inform all the shareholders once again of the matters to be considered at the meeting as well as the date and venue of the meeting in the form of the announcement. After the announcement is issued, the Company may hold the shareholders' general meeting.</u></p> <p>Extraordinary shareholders' general meetings shall not resolve on any matters not listed in the public notice.</p>	<p><u>Annual shareholders' general meeting and</u> Extraordinary shareholders' general meetings shall not resolve on any matters not listed in the public notice.</p>
4.	Article 57	<p>The notice of a shareholders' general meeting shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or pre-paid mail to the recipient's address shown in the register of shareholder. For the holders of Domestic-Invested shares, notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the State Council authorities in charge of securities <u>during the period between 45 and 50 days before the meeting is held.</u> Once the announcement is made, all holders of Domestic-Invested shares shall be deemed to have received the notice of the relevant shareholders' general meeting. <u>Such public announcement shall be published in Chinese or English pursuant to Article 165.</u></p>	<p>The notice of a shareholders' general meeting shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or pre-paid mail to the recipient's address shown in the register of shareholder. For the holders of Domestic-Invested shares, notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the State Council authorities in charge of securities. Once the announcement is made, all holders of Domestic-Invested shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

No.	Article	Before Amendments	After Amendments
5.	Article 83	<p>When the Company is to hold a class meeting, it shall issue a written notice <u>45 days prior to the meeting</u> informing all the registered shareholders of that class of the matters to be examined at the meeting as well as the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall, within 20 days prior to the date of the meeting, deliver a written reply in respect thereof to the Company.</u></p> <p><u>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class meeting. If not, the Company shall within five days give the shareholders further notice of the matters to be examined at the meeting and the date and place of the meeting by way of public announcement. Upon making such public announcement, the Company may hold the class meeting.</u></p>	<p>When the Company is to hold a class meeting, it shall by way of public announcement and <u>issue a written notice within the time limit set out in Article 53 of this Articles of Association</u> informing all the registered shareholders of that class of the matters to be examined at the meeting as well as the date and place of the meeting.</p>
6.	Article 116	<p>The Company's directors, supervisors, general manager and other senior management staff must, in the exercise of their duties, abide by the principles of honesty and creditability and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following duties:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of their functions and powers and not to act beyond such powers;</p>	<p>The Company's directors, supervisors, general manager and other senior management staff must, in the exercise of their duties, abide by the principles of honesty and creditability and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following duties:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of their functions and powers and not to act beyond such powers;</p>

No.	Article	Before Amendments	After Amendments
		<p>(3) to personally exercise the discretion vested in him, not to allow himself to be manipulated by another person and, not to delegate the exercise of his discretion to another party unless permitted by laws and administrative regulations or with the consent of the shareholder's general meeting that has been informed;</p> <p>(4) to be impartial to shareholders of the same class and of different classes;</p> <p>(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided for in the Articles of Association of the Company;</p> <p>(6) not to use Company property for his own benefit in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(7) not to use his functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally expropriate Company property in any way, including but not limited to, any opportunities that are favorable to the Company;</p> <p>(8) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;</p> <p>(9) to abide by the Articles of Association of the Company, perform his duties faithfully, protect the interests of the Company and not to seek personal gain with his position, functions and powers in the Company;</p>	<p>(3) to personally exercise the discretion vested in him, not to allow himself to be manipulated by another person and, not to delegate the exercise of his discretion to another party unless permitted by laws and administrative regulations or with the consent of the shareholder's general meeting that has been informed;</p> <p>(4) to be impartial to shareholders of the same class and of different classes;</p> <p>(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided for in the Articles of Association of the Company;</p> <p>(6) not to use Company property for his own benefit in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(7) not to use his functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally expropriate Company property in any way, including but not limited to, any opportunities that are favorable to the Company;</p> <p>(8) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;</p> <p>(9) to abide by the Articles of Association of the Company, perform his duties faithfully, protect the interests of the Company and not to seek personal gain with his position, functions and powers in the Company;</p>

No.	Article	Before Amendments	After Amendments
		<p>(10) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(11) not to embezzle Company funds or lend them to others, not to deposit Company assets in accounts opened in his own or in another's name, and not to use Company assets as security for the debts of Company shareholders or other individuals;</p> <p>(12) not to disclose confidential information relating to the Company that has been acquired by him during his office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <p>(a) provided for by law;</p> <p>(b) required for the public interest;</p> <p>(c) required for the own interest of such director, supervisor, general manager or other senior management staff of the Company.</p>	<p>(10) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(11) not to embezzle Company funds or lend them to others, not to deposit Company assets in accounts opened in his own or in another's name, and not to use Company assets as security for the debts of Company shareholders or other individuals;</p> <p>(12) not to disclose confidential information relating to the Company that has been acquired by him during his office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <p>(a) provided for by law;</p> <p>(b) required for the public interest;</p> <p>(c) required for the own interest of such director, supervisor, general manager or other senior management staff of the Company.</p> <p><i>Note:</i> There is no change in this English version and the amendments apply to the Chinese version only.</p>

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## APPENDIX 2 AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT)

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This Appendix 2 sets out the original proposed Articles of Association (Draft) and proposed amendments thereto for the purpose of information. The terms used herein this Appendix 2 shall have the same meanings as defined in the Articles of Association.

The English version in this Appendix 2 is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

No.	Article	Before Amendments	After Amendments
1.	Article 59	When the Company is to hold a shareholders' general meeting, it shall issue a written notice <u>45</u> days prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting. <u>Shareholders that intend to attend the shareholders' general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company on meeting attendance. The calculation of the above mentioned starting date shall not include the date on which the meeting is convened.</u>	<p>When the Company is to hold an <u>annual</u> shareholders' general meeting, it shall <u>by way of public announcement</u> and issue a written notice <u>20 business days (exclusive of both the dates of notice and meeting)</u> prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting.</p> <p><u>When the Company convenes a shareholders' extraordinary general meeting, the shareholders shall be notified by way of public announcement and issue a written notice 15 days or 10 business days (whichever is the longest and exclusive of both the dates of notice and meeting) prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting.</u></p> <p><u>The "business day" mentioned in this Articles of Association shall mean the day of non-statutory public holiday both in the PRC and Hong Kong.</u></p>

## APPENDIX 2 AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT)

No.	Article	Before Amendments	After Amendments
2.	Article 61	<p><u>Based on the written replies received from the shareholders 20 days prior to a shareholders' general meeting, the Company shall calculate the number of voting shares held by each shareholder who intend to attend the meeting. If the total number of voting shares held by shareholders intending to attend the meeting account for more than half of the total issued and outstanding voting shares, the Company may hold the shareholders' general meeting. If not, the Company shall within five days inform all the shareholders once again of the matters to be considered at the meeting as well as the date and venue of the meeting in the form of the announcement. After the announcement is issued, the Company may hold the shareholders' general meeting.</u></p> <p>Extraordinary shareholders' general meetings shall not resolve on any matters not listed in the public notice.</p>	<p><u>Annual shareholders' general meeting and</u> Extraordinary shareholders' general meetings shall not resolve on any matters not listed in the public notice.</p>
3.	Article 64	<p>The notice of a shareholders' general meeting shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or pre-paid mail to the recipient's address shown in the register of shareholder. For the holders of Domestic- Invested shares, notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the State Council authorities in charge of securities <u>during the period between 45 and 50 days before the meeting is held.</u> Once the announcement is made, all holders of Domestic-Invested shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>The notice of a shareholders' general meeting shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or pre-paid mail to the recipient's address shown in the register of shareholder. For the holders of Domestic- Invested shares, notice of a shareholders' general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the State Council authorities in charge of securities. Once the announcement is made, all holders of Domestic-Invested shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>



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## APPENDIX 2 AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT)

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No.	Article	Before Amendments	After Amendments
4.	Article 102	<p>When the Company is to hold a class meeting, it shall issue a written notice <u>45 days prior to the meeting</u> informing all the registered shareholders of that class of the matters to be examined at the meeting as well as the date and place of the meeting. <u>Shareholders who intend to attend the meeting shall, within 20 days prior to the date of the meeting, deliver a written reply in respect thereof to the Company.</u></p> <p><u>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class meeting. If not, the Company shall within five days give the shareholders further notice of the matters to be examined at the meeting and the date and place of the meeting by way of public announcement. Upon making such public announcement, the Company may hold the class meeting.</u></p>	<p>When the Company is to hold a class meeting, it shall <u>by way of public announcement and</u> issue a written notice <u>within the time limit set out in Article 53 of this Articles of Association</u> informing all the registered shareholders of that class of the matters to be examined at the meeting as well as the date and place of the meeting.</p>

## APPENDIX 2 AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT)

No.	Article	Before Amendments	After Amendments
5.	Article 152	<p>The Company's directors, supervisors, and senior management staff must, in the exercise of their duties, abide by the principles of honesty and creditability and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following duties:</p> <ol style="list-style-type: none"> <li>(1) to act honestly in the best interests of the Company;</li> <li>(2) to exercise powers within the scope of their functions and powers and not to act beyond such powers;</li> <li>(3) to personally exercise the discretion vested in him, not to allow himself to be manipulated by another person and, not to delegate the exercise of his discretion to another party unless permitted by laws and administrative regulations or with the consent of the shareholder's general meeting that has been informed;</li> <li>(4) to be impartial to shareholders of the same class and of different classes;</li> <li>(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided for in the Articles of Association of the Company;</li> <li>(6) not to use Company property for his own benefit in any way without the consent of the shareholders' general meeting that has been informed;</li> <li>(7) not to use his functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally expropriate Company property in any way, including but not limited to, any opportunities that are favorable to the Company;</li> </ol>	<p>The Company's directors, supervisors, and senior management staff must, in the exercise of their duties, abide by the principles of honesty and creditability and shall not place themselves in a position where there is a conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following duties:</p> <ol style="list-style-type: none"> <li>(1) to act honestly in the best interests of the Company;</li> <li>(2) to exercise powers within the scope of their functions and powers and not to act beyond such powers;</li> <li>(3) to personally exercise the discretion vested in him, not to allow himself to be manipulated by another person and, not to delegate the exercise of his discretion to another party unless permitted by laws and administrative regulations or with the consent of the shareholder's general meeting that has been informed;</li> <li>(4) to be impartial to shareholders of the same class and of different classes;</li> <li>(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided for in the Articles of Association of the Company;</li> <li>(6) not to use Company property for his own benefit in any way without the consent of the shareholders' general meeting that has been informed;</li> <li>(7) not to use his functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally expropriate Company property in any way, including but not limited to, any opportunities that are favorable to the Company;</li> </ol>

## APPENDIX 2 AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT)

No.	Article	Before Amendments	After Amendments
		<p>(8) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;</p> <p>(9) to abide by the Articles of Association of the Company, perform his duties faithfully, protect the interests of the Company and not to seek personal gain with his position, functions and powers in the Company;</p> <p>(10) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(11) not to embezzle Company funds or lend them to others, not to deposit Company assets in accounts opened in his own or in another's name, and not to use Company assets as security for the debts of Company shareholders or other individuals;</p> <p>(12) not to disclose confidential information relating to the Company that has been acquired by him during his office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <p style="padding-left: 20px;">(a) provided for by law;</p> <p style="padding-left: 20px;">(b) required for the public interest;</p> <p style="padding-left: 20px;">(c) required for the own interest of such director, supervisor, general manager or other senior management staff of the Company.</p>	<p>(8) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;</p> <p>(9) to abide by the Articles of Association of the Company, perform his duties faithfully, protect the interests of the Company and not to seek personal gain with his position, functions and powers in the Company;</p> <p>(10) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p> <p>(11) not to embezzle Company funds or lend them to others, not to deposit Company assets in accounts opened in his own or in another's name, and not to use Company assets as security for the debts of Company shareholders or other individuals;</p> <p>(12) not to disclose confidential information relating to the Company that has been acquired by him during his office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <p style="padding-left: 20px;">(a) provided for by law;</p> <p style="padding-left: 20px;">(b) required for the public interest;</p> <p style="padding-left: 20px;">(c) required for the own interest of such director, supervisor, general manager or other senior management staff of the Company.</p> <p><i>Note:</i> There is no change in this English version and the amendments apply to the Chinese version only.</p>

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## APPENDIX 3 RULES OF PROCEDURES OF THE GENERAL MEETINGS

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This Appendix 3 sets out the rules of procedures of the general meetings and the proposed amendments thereto for the purpose of information. The terms used herein this Appendix 3 shall have the same meanings as defined in the circular dated on 18 April 2019.

The English version in this Appendix 3 is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

No.	Article	Before Amendments	After Amendments
1.	Article 24	<u>The Company will notify all the shareholders in writing 45 days before the general meeting of the Company is convened. Shareholders who intend to attend the meeting shall serve to the Company a written reply of their attendance 20 days before the date of the meeting. The date of the meeting shall not be included when the Company calculates the duration.</u>	<u>When the Company is to hold a shareholders' annual general meeting, it shall by way of public announcement and issue a written notice 20 business days (exclusive of both the dates of notice and meeting) prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting.</u>  <u>When the Company convenes a shareholders' extraordinary general meeting, the shareholders shall be notified by way of public announcement and issue a written notice 15 days or 10 business days (whichever is the longest and exclusive of both the dates of notice and meeting) prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting.</u>  <u>The "business day" mentioned in this Articles of Association shall mean the day of non-statutory public holiday both in the PRC and Hong Kong.</u>

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## APPENDIX 3      RULES OF PROCEDURES OF THE GENERAL MEETINGS

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No.	Article	Before Amendments	After Amendments
2.	Article 77	<p><u>The Company may convene a class shareholders' meeting with 45 days prior written notice specifying the matters to be considered and the date as well as the venue of such meeting to all registered shareholders of that class. Shareholders who intend to attend the meeting shall send a written reply confirming his or her attendance to the Company 20 days before the relevant meeting.</u></p> <p><u>If the number of the shares with voting rights represented by the shareholders who intend to attend the meeting exceeds one half of the total number of shares of that class with voting rights, the Company may convene the class meeting; otherwise the Company shall, within five days, notify the shareholders again of the matters to be considered at the meeting, the date and venue of the meeting by way of public announcement. After such public announcement, the Company may convene the class meeting.</u></p>	<p><u>When the Company is to hold a class meeting, it shall by way of public announcement and issue a written notice within the time limit set out in Article 24 of this Rules of Procedures informing all the registered shareholders of that class of the matters to be examined at the meeting as well as the date and place of the meeting.</u></p>

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**APPENDIX 4****CONFIRMATION OF RELATED  
PARTY TRANSACTIONS OF 2019**

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According to requirements from China Securities Regulatory Commission and Shanghai Stock Exchange and provisions of accounting standards for business enterprises, the amounts of related party transactions of the Company for the year ended 31 December 2019 are as follows:

**1. SALES OF GOODS AND PROVISION OF SERVICES**

<b>Related parties</b>	<b>Information about related party transactions</b>	<b>RMB</b>
Shanghai Fudan Communication Co., Ltd.	Sales of goods	702,442.47
Fudan University	Provision of services	660,377.36
Shanghai Fukong Hualong Microsystem Technology Co., Ltd.	Sales of goods	441,106.19

**2. PURCHASE OF GOODS AND SERVICES TENDERED**

<b>Related parties</b>	<b>Information about related party transactions</b>	<b>RMB</b>
Fudan University	Services tendered by related parties	58,173.52
Shanghai Fukong Hualong Microsystem Technology Co., Ltd.	Services tendered by related parties	1,395,155.96
Shanghai Fudan Sci-Tech. Park Venture Investment Co., Ltd	Property management services tendered by related parties	843,475.76

**3. LEASE OF REAL ESTATE**

<b>Related parties</b>	<b>Information about related party transactions</b>	<b>RMB</b>
Shanghai Fudan Science Park Co., Ltd.	Lease of offices premises from related parties	731,472.00

**4. REMUNERATION TO DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

	<b>RMB</b>
Remuneration of directors, supervisors and senior management	11,996,516.59

**5. INVESTMENT IN RELATED PARTIES**

In 2019, the Company has entered into an agreement with two companies for a joint investment by injection of capital into Shanghai Fudan Sci-Tech Park Venture Investment Co., Ltd. (hereinafter called “Target Company”). The Company invested an amount of RMB20,000,000 for a 20% equity interest in the enlarged share capital of the Target Company. As the chairman of the Company is also acting as the chairman of the Target Company, the Target Company is deemed to be a related party of the Company.

The above related party transactions meet the current needs for the Company’s operation development, with fair prices and in compliance with the provisions of prevailing laws and regulations as well as the Company’s relevant systems for the time being, all of which are helpful to the operation and long-term development of the Company and in the interests of the Company and shareholders.

**2019 REPORT OF THE SUPERVISORY COMMITTEE****1. MEETINGS CONVENED DURING THE REPORTING PERIOD**

During the reporting period, the Supervisory Committee of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) has convened 5 meetings and their conventions and procedures complied with the requirements of the relevant provisions and regulations under the Company Law of the People’s Republic of China (the “Company Law”) and Articles of Association of the Company (the “Articles of Association”). Details of the meetings are set out below:

- (i) A meeting of the Supervisory Committee was held in the Company’s conference room on 28 February 2019, at which the proposal for listing of A Shares and amendments to the Articles were considered and approved.
- (ii) A meeting of the Supervisory Committee was held in the Company’s conference room on 15 March 2019, the resolutions relating to the proposed appointments of Mr. Ren Junyan and Mr. Wei Ran as non-employees representative supervisors were resolved.
- (iii) A meeting of the Supervisory Committee was held in the Company’s conference room on 30 March 2019, the audited consolidated financial results of the Company for the year ended 31 December 2018 was considered and approved.
- (iv) A meeting of the Supervisory Committee was held in the Company’s conference room on 12 June 2019, the employees representative supervisor, Ms. Zhang Yanfeng was elected as the chairman of the 8th session of the Supervisory Committee and the proposed appointment of Mr. Gu Weizhong as non-employee representative supervisor was considered, and approved.
- (v) A meeting of the Supervisory Committee was held in the Company’s conference room on 16 August 2019, the interim results report for the half year ended 30 June 2019 was considered and approved.

**2. OPINION OF THE SUPERVISORY COMMITTEE ON THE REVIEW OF THE COMPANY’S AFFAIRS OF 2019**

During the reporting period, pursuant to the relevant provisions stipulated in the Company Law and the Articles of Association, the Supervisory Committee strictly performed its functions and roles with the following opinion in respect of the Company’s affairs during the period:

**(i) Legal compliance of the operations of the Company**

In 2019, the Supervisory Committee of the Company supervised the operation of the Company in accordance with the law, and in attendance and attended the Board Meeting and shareholders’ general meeting in order to conduct supervision to the decision-making procedures and discharge of duties of the members of the Board and Senior Management of the Company. The Supervisory Committee considered:



The convening of shareholders' general meeting of the Company were in accordance with the "Company Law", "Articles of Association" and the relevant provisions in relation to the system. The decision-making procedures were pursuant to relating laws, statutes and requirements in "Articles of Association" that the resolutions were legal and effective without involving any illegal and non-compliant operation behavior in the Company. No Directors or members of Senior Management were found to be violated the laws, statutes, "Articles of Association", the interests of the Company and the shareholders when discharging duties and exercising powers during the reporting period.

**(ii) Review of the financial position of the Company**

The Supervisory Committee conducted inspections in respect of the financial position of the Company. The interim report of 2019 and the annual financial report of the Company reflected the financial position and the operation results of the Company in a truthful and objective manner. No breach of confidentiality of the members who participated in the preparation and review of reports were found by the Supervisory Committee. The annual report of 2019 which prepared by the Board reflected the circumstances pertaining to the Company in a truthful, legal and complete manner without any false and misleading statement or material omission.

**(iii) Related party transactions of the Company**

The Company did not engage in any significant related party transactions which needed to be reviewed by the Supervisory Committee in 2019.

**(iv) External guarantees provided by the Company**

The Company did not pertain to any circumstances of violation of external guarantees in 2019.

**(v) Self-Assessment Report on Internal Control**

The Supervisory Committee reviewed the internal control self-assessment report, formulation of internal control and the operating conditions of the Company of 2019, and considered: the prevailing design of internal control system of the Company was sound and reasonable with effective executions. In respect of all significant aspects, there was no occurrence of major financial loss of the Company due to the loss of control of the internal control system or any major impact to financial statements causing distortions.

**(vi) Proposed A Share Offering**

In respect of the initial public offering and listing of A shares of the Company which the Supervisory Committee considered to enhance the competitiveness and strengthen the sustainable development capability of the Company, will be in the interests of the shareholders.

In 2020, the Supervisory Committee will continue to perform its duties and responsibilities in strict compliance with the relevant law and regulations, including supervision over the daily work performance of the Board and senior management; attending Board meetings and general meetings; understanding the Company's financial position; to inspect the material decisions of the Company and their approval

procedures are legitimate and valid; making a reasonable proposal to improve internal control system; conscientiously perform the supervisory and inspection function of the Supervisory Committee on corporate governance; and to safe guard the interests of the Company, its shareholders and the employees as a whole.

The Supervisory Committee  
Shanghai Fudan Microelectronics Group Company Limited  
25 March 2020

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) 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 5 June 2020 at 10:00 a.m. for the following purposes:–

### ORDINARY RESOLUTION

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 2019;
2. To receive and consider the Report of the Supervisory Committee;
3. To reappoint Ernst & Young as auditor of the Company and to authorise the Board to fix their remuneration;
4. To amend the rules of procedures of the general meetings; and
5. To confirm the related party transactions of 2019.

To consider, if thought fit, pass with or without amendments, the following special resolutions:

### SPECIAL RESOLUTION

6. To extension of the validity period of the resolution in respect of the proposed A share offering;
7. To extension of the authorisations granted to the Board to handle all matters relating to the IPO and listing of A shares;
8. To amend Articles of Association;
9. To amend Articles of Association (Draft); and

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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10. **“THAT:**

- (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Board during the Relevant Period (as defined in paragraph (f) below) of all the powers of the Company separately or concurrently to allot, issue and deal with the domestic invested shares of RMB0.10 each in the share capital of the Company (“Domestic Shares”) and/or the foreign invested shares of RMB0.10 each in the share capital of the Company (“H Shares”) be and is hereby approved;
- (b) the approval in paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Domestic Shares and/or H Shares to be allotted and issued either during or after the end of the Relevant Period;
- (c) the aggregate nominal value of Domestic Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the Domestic Shares then in issue at the date of the passing of this resolution;
- (d) the aggregate nominal value of H Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the H Shares then in issue at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be conditional upon the approval of the relevant PRC regulatory authorities being obtained by the Company;
- (f) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in general meeting.

“**rights issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange); and

- (g) the Board be and is hereby authorised to make such amendments to articles 15, 16 and 19 of the Articles as it thinks fit so as to increase the registered share capital and to reflect the new capital structure of the Company as a result of the allotment and issuance of shares of the Company pursuant to the approval granted under paragraph (a) above.”

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

Shanghai, the PRC, 16 April 2020

*Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 6 May 2020 shall be entitled to attend the AGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the AGM 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 AGM 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.
4. The Register of Members of the Company will be closed from 6 May 2020 to 5 June 2020 (both dates inclusive) during which period no transfer of shares will be registered. To be qualified to attend the AGM, 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,

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## NOTICE OF ANNUAL GENERAL MEETING

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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 5 May 2020.

5. Shareholders or their proxies shall provide their identification documents when attending the AGM. If corporate Shareholders appoint authorized representative to attend the AGM, 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 AGM.
6. Completion and delivery of the form of proxy 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.
7. Shareholders attending the AGM 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 this circular.

\* *For identification purpose only*

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## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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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)

## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the Domestic Shareholders' Class Meeting ("Domestic Shareholders' Class Meeting") 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 5 June 2020 at 10:30 a.m. (or immediately after the AGM which will be held at 10:00 a.m. on the same day and at the same venue, whichever is later) for the consideration and passing the following resolutions (whether there is amended or not):-

### SPECIAL RESOLUTION

1. To extend the validity period of the resolution in respect of the proposed A Share Offering; and
2. To extend the validity period of the authorisations granted to the Board to handle all matters relating to the IPO and listing of A Shares

By order of the Board

**Shanghai Fudan Microelectronics Group Company Limited\***

**Jiang Guoxing**

*Chairman*

Shanghai, the PRC, 16 April 2020

#### *Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 6 May 2020 shall be entitled to attend the Domestic Shareholders' Class Meeting. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the Domestic Shareholders' Class Meeting 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 Domestic Shareholders' Class Meeting at the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC.

\* For identification purpose only

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## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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4. The Register of Members of the Company will be closed from 6 May 2020 to 5 June 2020 (both dates inclusive) during which period no transfer of shares will be registered. To be qualified to attend the Domestic Shareholders' Class Meeting, 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 no later than 4:30 p.m. on 5 May 2020.
5. Shareholders or their proxies shall provide their identification documents when attending the Domestic Shareholders' Class Meeting. If corporate Shareholders appoint authorized representative to attend the Domestic Shares Class Meeting, 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 Domestic Shares Class Meeting.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Domestic Shareholders' Class Meeting if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders attending the Domestic Shareholders' Class Meeting 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 this circular.

\* *For identification purpose only*



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## NOTICE OF H SHAREHOLDERS' CLASS MEETING

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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)

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H Shareholders' Class Meeting ("H Shareholders' Class Meeting") 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 5 June 2020 at 11:00 a.m. (or immediately after the Domestic Shares Class Meetings which will be held at 10:30 a.m. on the same day and at the same venue, whichever is later) for the consideration and passing the following resolutions (whether there is amended or not):—

### SPECIAL RESOLUTION

1. To extend the validity period of the resolution in respect of the proposed A Share Offering; and
2. To extend the validity period of the authorisations granted to the Board to handle all matters relating to the IPO and listing of A Shares

By order of the Board

**Shanghai Fudan Microelectronics Group Company Limited\***

**Jiang Guoxing**

*Chairman*

Shanghai, the PRC, 16 April 2020

#### *Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 6 May 2020 shall be entitled to attend the H Shareholders' Class Meeting. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting at 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.

\* For identification purpose only

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## NOTICE OF H SHAREHOLDERS' CLASS MEETING

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5. Shareholders or their proxies shall provide their identification documents when attending the H Shares Class Meeting. If corporate Shareholders appoint authorized representative to attend the H Shareholders' Class Meeting, 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 H Shares Class Meeting.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the H Shareholders' Class Meeting if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.
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