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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 OF**

**(1) AMENDMENTS TO THE FUND RAISING AMOUNT AND INVESTING IN THE PROJECTS WITH PROCEEDS FROM INITIAL PUBLIC OFFERING OF A SHARES;**

**(2) AMENDMENTS TO ARTICLES OF ASSOCIATION;**

**(3) AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT);**

**AND**

**(4) NOTICES OF EGM AND CLASS MEETINGS**

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The notices convening the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on Monday, 28 September 2020 at 10:00 a.m., 10:30 a.m. and 11:00 a.m. respectively are set out on pages EGM-1 to 2, DCM-1 to 2 and HCM-1 to 2 of this circular.

The proxy forms for use at the EGM and Class Meetings are enclosed with this circular and 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 intend to attend and/or vote at the EGM and/or Class Meetings, you are requested to complete and return the enclosed proxy forms 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 and Class Meetings.

28 August 2020

\* For identification purpose only

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## DEFINITIONS

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“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
“Articles of Association”	the articles of association of the Company as revised from time to time
“Board”	the board of Directors
“Class Meetings”	Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting
“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
“Domestic Shareholders’ Class Meeting”	The domestic shareholders’ class meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Monday, 28 September 2020 at 10:30 a.m. (or immediately after the conclusion of the EGM held at 10:00 a.m. on the same date and at the same venue, whichever is later)
“EGM”	the extraordinary general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Monday, 28 September 2020 at 10:00 a.m.
“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\$
“H Shareholders’ Class Meeting”	The H shareholders’ class meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Monday, 28 September 2020 at 11:00 a.m. (or immediately after the conclusion of the Domestic Shareholders’ Class Meeting held at 10:30 a.m. on the same date and at the same venue, whichever is later)

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	27 August 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
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	registered holder(s) of the domestic shares and H shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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 OF

**(1) AMENDMENTS TO THE FUND RAISING AMOUNT AND INVESTING IN THE PROJECTS WITH PROCEEDS FROM INITIAL PUBLIC OFFERING OF A SHARES;**

**(2) AMENDMENTS TO ARTICLES OF ASSOCIATION;**

**(3) AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT);**

**AND**

**(4) NOTICES OF EGM AND CLASS MEETINGS**

### INTRODUCTION

The purpose of this circular is to provide you with the resolutions to be proposed at the EGM and Class Meetings to make amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares, the Articles of Association, the Articles of Association (Draft), confirmation on related party transactions for the half year ended 30 June 2020 and to give you notices of EGM and Class Meetings.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **A. PROPOSED AMENDMENTS TO THE FUND RAISING AMOUNT AND INVESTING IN THE PROJECTS WITH PROCEEDS FROM INITIAL PUBLIC OFFERING OF A SHARES**

Pursuant to the circular of the extraordinary general meeting and class meetings of the Company dated 18 April 2019 (“That Circular”), the relevant resolutions in appendix 10 of the That Circular “Feasibility on investing in the project with proceeds from initial public offering of A shares” were approved respectively at the extraordinary general meeting and class meetings held on 3 June 2019. This section should be read with the appendix 10 of the That Circular. Unless indicated otherwise, the capitalised terms used in this section shall have the same meanings as those defined in the That Circular.

In a recent review of the Group’s results, sales performance, prospects of the industry, the latest technology development, customers and market demands, the Directors concluded that the fields of 5G mobile networks, artificial intelligence, motor electronics and industrial control system will be the key trends in future development of the industry with huge opportunities for business development. The Group is now a leader of technology of embedded system on programmable chips (“SOPC”) in the domestic market of the PRC. The preliminary stage of research and development has already commenced in order to cope with the latest technical requirements of different fields. New technology in SOPC will restructure the economic activities of production, distribution, exchange, consumption and others, form the new demand of intelligent features from macro to the microscopic areas, promote the birth of new technologies, new products, new industries, new formats and new models, triggering significant changes in every aspect of intelligence process.

Due to the rapid development of the integrated circuits industry, the Company has to keep up closely with trends in the industry and a reserve is required in order to fulfill the needs for research and development. With additional fund as a reserve of technology research and development, the Group is enabled to establish a favourable foundation for its business development and enhance its financial security and flexibility. The reserve of technology research and development is expected to be utilised mainly to further refine and upgrade the technique and functions of the aforesaid new generation of SOPC and develop high performance artificial intelligence accelerating engine and high level security chips projects. These projects are expected to last for 7 years after their completion. The details of the proposed amendments to fund raising amount and investing in the projects with proceeds are as follows:

#### **1. Scale of additional fund raising**

The additional fund to be raised will be RMB300 million.

#### **2. Use of proceeds**

The revised net proceeds of RMB600 million will be used to invest in the below projects, and the remainder after the investments will be fully used for the working capital of the Company. If the net proceeds are less than RMB600 million to be used in such investment, the shortfall shall be financed by the Company with its own funds.

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## LETTER FROM THE BOARD

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i) Original use of proceeds

<b>Project Name</b>	<b>Total Amount Invested in Projects (RMB'000)</b>	<b>Proceeds to be used (RMB'000)</b>	<b>Timeline of utilisation</b>
SOPC Chips R&D and Industrialization Project	<u>360,000</u>	<u>300,000</u>	In 2 years

ii) Revised use of proceeds

<b>Project Name</b>	<b>Total Amount Invested in Projects (RMB'000)</b>	<b>Proceeds to be used (RMB'000)</b>	<b>Timeline of utilisation</b>
SOPC Chips R&D and Industrialization Project	360,000	300,000	In 2 years
Reserve for technology research and development	<u>300,000</u>	<u>300,000</u>	In 2 years
	<u>660,000</u>	<u>600,000</u>	

Apart from the above amendments of the amount of fund raising and investment projects, all other contents in appendix 10 of the That Circular remain unchanged.

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

In order to reflect the changes in Domestic Shareholders, the Board has proposed to make certain amendments to Articles of Association. The details of relevant proposed amendments are set out in the Appendix 1 to this circular.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the obtaining of any required approval or endorsement from, or registration with, the relevant regulatory authorities.

### **C. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION (DRAFT)**

Reference is made to That Circular and the Articles of Association (Draft) which was approved in the extraordinary general meeting and class meetings of the Company held on 3 June 2019, the Articles of Association (Draft) will be effective when listing of A shares and its trading commenced.

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## **LETTER FROM THE BOARD**

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Pursuant to the proposed amendments in the above item B and the relevant provisions of the “Opinion Letter on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong” and “Guidelines to Articles of Association of Listed Companies (amended in 2019)”, the Board has proposed to make relevant amendments to the Articles of Association (Draft). These proposed amendments are subject to the approval of the Shareholders by way of special resolutions at the EGM and will be effective when listing of A shares and its trading commenced. Details are set out in Appendix 2 to this circular.

### **D. CONFIRMATION ON RELATED PARTY TRANSACTIONS FOR THE HALF YEAR ENDED 30 JUNE 2020**

Pursuant to the requirements of listing of A shares, the Company has prepared the related party transactions report for the half year ended 30 June 2020, and its details are set out in Appendix 3 to this circular.

### **E. EGM AND CLASS MEETINGS**

Notices convening the EGM and Class Meetings are set out in pages EGM-1 to 2, DCM-1 to 2 and HCM-1 to 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 EGM and Class Meetings will be voted by poll.

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

### **F. CLOSURE OF REGISTER OF MEMBERS**

Pursuant to the announcement of Closure of Register of Members published by the Company on 14 August 2020, the Register of Members of the Company will be closed from 29 August 2020 to 28 September 2020 (both days inclusive) and during which no transfer of shares will be effected.

### **RECOMMENDATION**

The Directors consider that the proposals of the amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares, the amendments to Articles of Association, the amendments to Articles of Association (draft) and the confirmation on related party transactions for the half year ended 30 June 2020 are in the best interests of the Company and its shareholders and, accordingly, recommend that all Shareholders to vote in favour of all the proposed resolutions in the EGM 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



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## LETTER FROM THE BOARD

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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 August 2020

\* *For identification purpose only*

## APPENDIX 1 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

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 16	<p>At the effective date of the adoption of this Articles of Association, the Company has issued 694,502,000 ordinary shares and total share capital is Renminbi 69,450,200, and the share capital structure is as follows:</p> <p>Shanghai Fudan Fukong Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 15.78% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 15.37% of the issued share capital of the Company;</p> <p>Shanghai Zhenghua Corporate Management Consultant Partnership Enterprise (limited partnership) holds <u>47,443,420</u> shares representing <u>6.83%</u> of the issued share capital of the Company;</p> <p>Shanghai Guonian Corporate Management Consultant Partnership Enterprise (limited partnership) holds 29,941,470 shares representing 4.31% of the issued share capital of the Company;</p> <p>Shanghai Zhengben Corporate Management Consultant Partnership Enterprise (limited partnership) holds 52,167,270 shares representing 7.51% of the issued share capital of the Company;</p>	<p>At the effective date of the adoption of this Articles of Association, the Company has issued 694,502,000 ordinary shares and total share capital is Renminbi 69,450,200, and the share capital structure is as follows:</p> <p>Shanghai Fudan Fukong Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 15.78% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 15.37% of the issued share capital of the Company;</p> <p>Shanghai Zhenghua Corporate Management Consultant Partnership Enterprise (limited partnership) holds <u>34,650,000</u> shares representing <u>4.99%</u> of the issued share capital of the Company;</p> <p>Shanghai Guonian Corporate Management Consultant Partnership Enterprise (limited partnership) holds 29,941,470 shares representing 4.31% of the issued share capital of the Company;</p> <p>Shanghai Zhengben Corporate Management Consultant Partnership Enterprise (limited partnership) holds 52,167,270 shares representing 7.51% of the issued share capital of the Company;</p>

## APPENDIX 1 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

No.	Article	Before Amendments	After Amendments
		<p>Shanghai Nianjin Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,677,840 shares representing 2.11% of the issued share capital of the Company;</p> <p>Shanghai Shenghao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,741,000 shares representing 2.12% of the issued share capital of the Company;</p> <p>Shanghai Xuling Corporate Management Consultant Partnership Enterprise (limited partnership) holds 6,243,000 shares representing 0.90% of the issued share capital of the Company;</p> <p>Shanghai Haoyue Corporate Management Consultant Partnership Enterprise (limited partnership) holds 5,177,000 shares representing 0.75% of the issued share capital of the Company;</p> <p>Shanghai Yuhao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 9,011,000 shares representing 1.30% of the issued share capital of the Company;</p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>And Holders of Overseas-Listed Foreign-Invested Shares hold 284,330,000 shares, representing 40.94% of the issued share capital of the Company.</p>	<p>Shanghai Nianjin Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,677,840 shares representing 2.11% of the issued share capital of the Company;</p> <p>Shanghai Shenghao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,741,000 shares representing 2.12% of the issued share capital of the Company;</p> <p>Shanghai Xuling Corporate Management Consultant Partnership Enterprise (limited partnership) holds 6,243,000 shares representing 0.90% of the issued share capital of the Company;</p> <p>Shanghai Haoyue Corporate Management Consultant Partnership Enterprise (limited partnership) holds 5,177,000 shares representing 0.75% of the issued share capital of the Company;</p> <p>Shanghai Yuhao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 9,011,000 shares representing 1.30% of the issued share capital of the Company;</p> <p><u>Shenzhen Capital Group Co., Ltd holds 4,793,420 shares, representing 0.69% of the issued share capital of the Company;</u></p> <p><u>Shenzhen Qianhai Wanrong Hongtu Investment Fund (limited partnership) holds 2,000,000 shares, representing 0.29% of the issued share capital of the Company;</u></p>

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**APPENDIX 1 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

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No.	Article	Before Amendments	After Amendments
			<p><u>Nanjing Hongtu Xinghe Business Investment Fund (limited partnership) holds 3,333,333 shares, representing 0.48% of the issued share capital of the Company;</u></p> <p><u>Wuxi Red Land Silk Road Venture Capital Enterprise (Limited Partnership) holds 2,666,667 shares, representing 0.38% of the issued share capital of the Company;</u></p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>And Holders of Overseas-Listed Foreign-Invested Shares hold 284,330,000 shares, representing 40.94% of the issued share capital of the Company.</p>

This appendix 2 sets out the existing Articles of Association and the amended Articles of Association (Draft) which was approved in the extraordinary general meeting held on 3 June 2019 (“Before Amendments”) and the proposed amendments (“After 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 1	<p>This Company is a joint stock limited company established in accordance with the Company Law (“Company Law”) of the People’s Republic of China (the “PRC”), Companies Limited by Shares Issuing Shares and Seeking a Listing outside the PRC Special Provisions of the State Council (“Special Provisions”) and other relevant State laws and administrative regulations.</p> <p>Following approval by the Government of Shanghai City with Approval of Hufutigaizi [1998] 050, the Company was established on 4 June 1998 by means of promotership, was registered with the Shanghai Administration for Industry and Commerce on 10 July 1998, and obtained a company’s business license. The number of the Company’s business license is 310000400198084.</p> <p>The promoters of the Company are: Shanghai Fudan High Tech Company, Shanghai Commerce and Investment Co., Shanghai Pacific Commercial Trust Company, Ningbo Lirong Co., Ltd., Shanghai Gaozhan Business Consultancy Company Limited, the Staff Shareholding Association of the Company, Mr. Jiang Guoxing and Mr. Shi Lei.</p>	<p>This Company is a joint stock limited company established in accordance with the Company Law (“Company Law”) of the People’s Republic of China (the “PRC”), Companies Limited by Shares Issuing Shares and Seeking a Listing outside the PRC Special Provisions of the State Council (“Special Provisions”) and other relevant State laws and administrative regulations.</p> <p>Following approval by the Government of Shanghai City with Approval of Hufutigaizi [1998] 050, the Company was established on 4 June 1998 by means of promotership, was registered with the Shanghai Administration for Industry and Commerce on 10 July 1998, and obtained a company’s business license. The number of the Company’s business license is 310000400198084.</p> <p>The promoters of the Company are: Shanghai Fudan High Tech Company, Shanghai Commerce and Investment Co., Shanghai Pacific Commercial Trust Company, Ningbo Lirong Co., Ltd., Shanghai Gaozhan Business Consultancy Company Limited, the Staff Shareholding Association of the Company, Mr. Jiang Guoxing and Mr. Shi Lei.</p>

No.	Article	Before Amendments	After Amendments
		<p>The Articles of Association of Shanghai Fudan Microelectronics Group Co. Ltd. (“the Articles of Association” or the “the Articles of Association of the Company”) is formulated in accordance with laws and regulations such as Company Law, Special Provisions, the Securities Law of the People’s Republic of China (“Securities Law”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (“Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Hong Kong Listing Rules”), the relevant listing rules of Shanghai Stock Exchange (“Domestic Listing Rules”, together with Hong Kong Listing Rules known as “the listing rules of the place where the Company’s shares are listed”), rules of the relevant securities regulatory authority, binding documents of the stock exchange and other related laws and regulations, with an aim to safeguard the legitimate rights and interests of the Company and shareholders and creditors, and to regulate the organization and behavior of the Company.</p>	<p>The Articles of Association of Shanghai Fudan Microelectronics Group Co. Ltd. (“the Articles of Association” or the “the Articles of Association of the Company”) is formulated in accordance with laws and regulations such as Company Law, Special Provisions, the Securities Law of the People’s Republic of China (“Securities Law”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (“Mandatory Provisions”), <u>the “Opinion Letter on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong”, “Guidelines to Articles of Association of Listed Companies (amended in 2019)”</u>, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Hong Kong Listing Rules”), the relevant listing rules of Shanghai Stock Exchange (“Domestic Listing Rules”, together with Hong Kong Listing Rules known as “the listing rules of the place where the Company’s shares are listed”), rules of the relevant securities regulatory authority, binding documents of the stock exchange and other related laws and regulations, with an aim to safeguard the legitimate rights and interests of the Company and shareholders and creditors, and to regulate the organization and behavior of the Company.</p>

No.	Article	Before Amendments	After Amendments
2.	Article 14	<p>Shares that the Company issues to domestic investors for subscription in RMB shall be known as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be known as foreign shares. Foreign shares listed overseas shall be called overseas listed foreign shares. <u>Shares listed and traded on the domestic stock exchanges shall be known as onshore-listed domestic shares.</u> Overseas listed foreign shares of the Company which are listed in Hong Kong shall be called H Shares. H Shares are listed on the Stock Exchange of Hong Kong Limited (“the Hong Kong Stock Exchange”) after approval with par value in Renminbi and are subscribed and traded in Hong Kong dollars.</p> <p>Foreign currency referred to in the preceding paragraph refers to the statutory currency, other than RMB, of another country or region, which is recognized by the foreign exchange authority of the state and can be used to pay the Company for the shares.</p> <p>Both holders of domestic shares and holders of foreign shares are ordinary shareholders and shall have the same rights and obligations.</p>	<p>Shares that the Company issues to domestic investors for subscription in RMB shall be known as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be known as foreign shares. Foreign shares listed overseas shall be called overseas listed foreign shares. <u>The domestic shares that the Company issued and listed in the domestic market shall be called A shares. A shares are shares that approved by China Securities Regulatory Commission to be issued and listed on the domestic stock exchange, with par value in Renminbi and are subscribed and traded in Renminbi. A shares of the Company is centrally managed in China Securities Depository and Clearing Corporation.</u> H Shares are listed on the Stock Exchange of Hong Kong Limited (“the Hong Kong Stock Exchange”) after approval with par value in Renminbi and are subscribed and traded in Hong Kong dollars.</p> <p>Foreign currency referred to in the preceding paragraph refers to the statutory currency, other than RMB, of another country or region, which is recognized by the foreign exchange authority of the state and can be used to pay the Company for the shares.</p> <p>Both holders of domestic shares and holders of foreign shares are ordinary shareholders and shall have the same rights and obligations.</p>

No.	Article	Before Amendments	After Amendments
3.	Article 16	<p>Before the initial public offering of onshore-listed domestic shares of the Company, the Company has issued 694,502,000 ordinary shares and total share capital is Renminbi 69,450,200, and the share capital structure is as follows:</p> <p>Shanghai Fudan Fukong Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 15.78% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 15.37% of the issued share capital of the Company;</p> <p>Shanghai Zhenghua Corporate Management Consultant Partnership Enterprise (limited partnership) holds <u>47,443,420</u> shares representing <u>6.83%</u> of the issued share capital of the Company;</p> <p>Shanghai Guonian Corporate Management Consultant Partnership Enterprise (limited partnership) holds 29,941,470 shares representing 4.31% of the issued share capital of the Company;</p> <p>Shanghai Zhengben Corporate Management Consultant Partnership Enterprise (limited partnership) holds 52,167,270 shares representing 7.51% of the issued share capital of the Company;</p> <p>Shanghai Nianjin Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,677,840 shares representing 2.11% of the issued share capital of the Company;</p>	<p>Before the initial public offering of onshore-listed domestic shares of the Company, the Company has issued 694,502,000 ordinary shares and total share capital is Renminbi 69,450,200, and the share capital structure is as follows:</p> <p>Shanghai Fudan Fukong Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 15.78% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 15.37% of the issued share capital of the Company;</p> <p>Shanghai Zhenghua Corporate Management Consultant Partnership Enterprise (limited partnership) holds <u>34,650,000</u> shares representing <u>4.99%</u> of the issued share capital of the Company;</p> <p>Shanghai Guonian Corporate Management Consultant Partnership Enterprise (limited partnership) holds 29,941,470 shares representing 4.31% of the issued share capital of the Company;</p> <p>Shanghai Zhengben Corporate Management Consultant Partnership Enterprise (limited partnership) holds 52,167,270 shares representing 7.51% of the issued share capital of the Company;</p> <p>Shanghai Nianjin Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,677,840 shares representing 2.11% of the issued share capital of the Company;</p>



No.	Article	Before Amendments	After Amendments
		Shanghai Shenghao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,741,000 shares representing 2.12% of the issued share capital of the Company;	Shanghai Shenghao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,741,000 shares representing 2.12% of the issued share capital of the Company;
		Shanghai Xuling Corporate Management Consultant Partnership Enterprise (limited partnership) holds 6,243,000 shares representing 0.90% of the issued share capital of the Company;	Shanghai Xuling Corporate Management Consultant Partnership Enterprise (limited partnership) holds 6,243,000 shares representing 0.90% of the issued share capital of the Company;
		Shanghai Haoyue Corporate Management Consultant Partnership Enterprise (limited partnership) holds 5,177,000 shares representing 0.75% of the issued share capital of the Company;	Shanghai Haoyue Corporate Management Consultant Partnership Enterprise (limited partnership) holds 5,177,000 shares representing 0.75% of the issued share capital of the Company;
		Shanghai Yuhao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 9,011,000 shares representing 1.30% of the issued share capital of the Company;	Shanghai Yuhao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 9,011,000 shares representing 1.30% of the issued share capital of the Company;
		Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;	<u>Shenzhen Capital Group Co., Ltd holds 4,793,420 shares, representing 0.69% of the issued share capital of the Company;</u>
		Mr. Shi Lei holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;	<u>Shenzhen Qianhai Wanrong Hongtu Investment Fund (limited partnership) holds 2,000,000 shares, representing 0.29% of the issued share capital of the Company;</u>
			<u>Nanjing Hongtu Xinghe Business Investment Fund (limited partnership) holds 3,333,333 shares, representing 0.48% of the issued share capital of the Company;</u>

No.	Article	Before Amendments	After Amendments
		and holders of Overseas-Listed Foreign Invested Shares hold 284,330,000 shares, representing 40.94% of the issued share capital of the Company.	<p><u>Wuxi Red Land Silk Road Venture Capital Enterprise (Limited Partnership) holds 2,666,667 shares, representing 0.38% of the issued share capital of the Company;</u></p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>and holders of Overseas-Listed Foreign Invested Shares hold 284,330,000 shares, representing 40.94% of the issued share capital of the Company.</p>
4.	Article 20	Unless otherwise specified in the laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, all fully-paid shares of the Company can be transferred without any limitation and are not subject to any lien. Transfer of the Company's shares shall be registered with the share registrar(s) designated by the Company.	Unless otherwise specified in the laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, all fully-paid shares of the Company can be transferred without any limitation and are not subject to any lien. Transfer of the Company's shares shall be registered with the share registrar(s) designated by the Company.

No.	Article	Before Amendments	After Amendments
			<p><u>Shareholders who hold shares that already issued but not listed of the Company, after approval from the securities regulatory authority under the State Council, can list and trade the shares overseas. Shareholders who hold shares that issued but not listed of the Company can transfer their shares to foreign investors and list and trade the shares in foreign market; Shareholders who hold shares that issued but not listed can convert their shares as foreign-invested shares, and the converted shares can be listed and traded overseas. The transferred or converted shares that listed and traded on the foreign stock exchange market are not subject to any annual general meeting or class meeting. The above shares that listed and traded on foreign stock exchange market are required to be in accordance to the monitoring procedure, regulations and requirement of foreign stock exchange market. The foreign invested shares, that the aforesaid shares listed and traded on foreign stock exchange market, is under the same category with the original foreign invested shares.</u></p>
5.	Article 27	<p>After the Company has repurchased its own shares according to law, it shall cancel or transfer the portion of shares concerned within the period prescribed by laws and administrative regulations and shall, in the case of cancellation, apply to the original company registry for registration of the change in registered capital.</p> <p>The amount of the Company’s registered capital shall be reduced by the total par value of the shares cancelled.</p>	<p><u>Where the Company repurchases its Shares in the circumstances set out in clauses (1) and (2) of Article 24 of the Articles of Association, it shall be subject to approval at the General Meeting. Where the Company repurchases its Shares in the circumstances set out in clauses (3), (5) and (6) of Article 24 of the Articles of Association, it may be resolved by more than two-thirds of directors present at a meeting of the Board of Directors in accordance with the provisions of the Articles of Association or the authorization of the General Meeting.</u></p>

No.	Article	Before Amendments	After Amendments
			<p><u>In the event that the Company has repurchased its Shares in accordance with Article 24, such Shares shall be cancelled within 10 days in the circumstance set out in clause (1), or shall be transferred or cancelled within 6 months in the circumstances set out in clauses (2) and (4); the aggregate number of Shares held by the Company shall not exceed 10% of the total issued Shares of the Company, and shall be transferred or cancelled within 3 years in the circumstances set out in clauses (3), (5) and (6).</u></p> <p><u>If the Company repurchases the shares of the Company, it shall perform the information disclosure obligation in accordance with the Securities Law of People's Republic of China. Where the Company repurchases its own Shares in the circumstances set out in clauses (3), (5) and (6) of Article 24 of the Articles of Association, such repurchase shall be conducted through public and centralized trading method.</u></p> <p><u>After the Company has repurchased its own shares according to law, it shall cancel or transfer the portion of shares concerned within the period prescribed by laws and administrative regulations, Hong Kong Listing Rules and shall, in the case of cancellation, apply to the original company registry for registration of the change in registered capital.</u></p> <p>The amount of the Company's registered capital shall be reduced by the total par value of the shares cancelled.</p> <p><u>If there are other provisions in the laws and regulations, normative rules and relevant regulations as prescribed by the securities regulatory authorities located at the places where the Company's shares are listed on the aforesaid relevant matters in respect of share repurchase, such provisions shall prevail.</u></p>

No.	Article	Before Amendments	After Amendments
6.	Article 38	<u>No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to the date of a shareholders' general meeting or 5 days prior to the record date set by the Company for the purpose of distribution of dividends.</u>	<u>Where laws and regulations, normative rules and the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail.</u>
7.	Article 75	<u>If the general meeting requires attendance by the directors, supervisors and senior executives, such directors, supervisors and senior executives should attend the meeting and answer inquiries from the shareholders.</u>	<u>All directors, supervisors and Board secretary should be presented when convening general meeting; while managers and other senior management should also attend the meeting.</u>
8.	Article 91	<u>For the same right to vote, it is only allowed to choose one of the on-site, internet or other voting modes. In case of repeated votes of the same vote right, the first vote shall prevail.</u>	<u>Where the shareholders' general meeting passes a proposal regarding the distribution of cash dividends, share granting or conversion of common reserve fund into share capital, the Company shall implement the detailed plan for such proposals within two months from the end of the shareholders' general meeting.</u>
9.	Article 92	If the presider has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the ballots counted. If the presider has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the result announced by the presider may, immediately after the declaration of the voting result, demand that the ballots be counted and the presider shall have the ballots counted immediately. If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes.	<u>For the same right to vote, it is only allowed to choose one of the on-site, internet or other voting modes. In case of repeated votes of the same vote right, the first vote shall prevail.</u>  If the presider has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the ballots counted. If the presider has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the result announced by the presider may, immediately after the declaration of the voting result, demand that the ballots be counted and the presider shall have the ballots counted immediately. If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes.

No.	Article	Before Amendments	After Amendments
10.	Article 143	<p>The Supervisory Committee shall be accountable to the shareholder’s general meeting and exercise the following functions and powers according to laws:</p> <p>(1) to examine the Company’s financial affairs;</p> <p>(2) to supervise the Company’s directors and senior management staff to see whether they violate any laws, regulations or the Company’s Articles of Association during their performance of Company duties;</p> <p>(3) to require a director or senior management staff of the Company to rectify an act if such act is harmful to the Company’s interests;</p> <p>(4) to verify financial information such as financial reports, business reports, profit distribution plans, etc. that the board of directors intends to submit to the shareholders’ general meeting and, if in doubt, to authorize, in the name of the Company, a registered accountant or practicing auditor to assist in reviewing such information;</p> <p>(5) to propose the holding of extraordinary shareholders’ general meetings;</p> <p>(6) to represent the Company in negotiating with or instituting legal proceedings against director or senior management personnel;</p> <p>(7) to review and opine on the regular report.</p> <p><u>(8)</u> other function and powers provided for in the Articles of Association of the Company.</p> <p>Supervisors are entitled to attend, present suggestions on or make inquiries meetings of the board of directors.</p>	<p>The Supervisory Committee shall be accountable to the shareholder’s general meeting and exercise the following functions and powers according to laws:</p> <p>(1) to examine the Company’s financial affairs;</p> <p>(2) to supervise the Company’s directors and senior management staff to see whether they violate any laws, regulations or the Company’s Articles of Association during their performance of Company duties;</p> <p>(3) to require a director or senior management staff of the Company to rectify an act if such act is harmful to the Company’s interests;</p> <p>(4) to verify financial information such as financial reports, business reports, profit distribution plans, etc. that the board of directors intends to submit to the shareholders’ general meeting and, if in doubt, to authorize, in the name of the Company, a registered accountant or practicing auditor to assist in reviewing such information;</p> <p>(5) to propose to convene a shareholders’ extraordinary general meetings, <u>convene and preside over the shareholders’ general meeting where the board of directors fails to fulfill such duties;</u></p> <p>(6) to represent the Company in negotiating with or instituting legal proceedings against director or senior management personnel;</p> <p>(7) to review and opine on the regular report.</p> <p><u>(8) to propose resolutions in general meeting;</u></p>

No.	Article	Before Amendments	After Amendments
			<p>(9) to propose the convening of an extraordinary meeting of the board of directors;</p> <p>(10) other function and powers provided for in the Articles of Association of the Company.</p> <p>Supervisors are entitled to attend, present suggestions on or make inquiries meetings of the board of directors.</p>
11.	Article 167	<p>The Company shall prepare an annual financial and accounting report within four months from the end of the previous financial year, prepare a semi-annual financial and accounting report within two months from the end of the first six months of the present financial year, prepare quarterly financial and accounting reports within one month from the end of the first three months and the first nine months respectively of the present financial year, and submit them to the relevant regulatory authorities in accordance with the relevant laws. <u>The financial reports of the Company shall include the following financial statements and accessory documents:</u></p> <p><u>(1) Balance sheet;</u></p> <p><u>(2) Income statement;</u></p> <p><u>(3) Cash flow statement;</u></p> <p><u>(4) Notes to financial statements;</u></p> <p><u>(5) Profit distribution statement.</u></p> <p>The fiscal year of the Company is Gregorian calendar year, i.e. from 1 January to 31 December every year. The Company shall use Renminbi as the recording currency and the accounts shall be written in Chinese.</p>	<p>The Company shall prepare an annual financial and accounting report within four months from the end of the previous financial year, prepare a semi-annual financial and accounting report within two months from the end of the first six months of the present financial year, prepare quarterly financial and accounting reports within one month from the end of the first three months and the first nine months respectively of the present financial year, and submit them to the relevant regulatory authorities in accordance with the relevant laws.</p> <p><u>The aforesaid financial and audit reports shall be prepared in accordance with the relevant laws, administrative rules and departmental regulations.</u></p> <p>The fiscal year of the Company is Gregorian calendar year, i.e. from 1 January to 31 December every year. The Company shall use Renminbi as the recording currency and the accounts shall be written in Chinese.</p>

No.	Article	Before Amendments	After Amendments
12.	Article 170	<p>The financial statements of the Company shall be prepared in accordance with the PRC's accounting standards, laws and regulations and may also be prepared in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. For purposes of the Company's distribution of after-tax profits in a given fiscal year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall be adopted.</p>	<p>The financial statements of the Company shall be prepared in accordance with the PRC's accounting standards, laws and regulations and may also be prepared in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. For purposes of the Company's distribution of after-tax profits in a given fiscal year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall be adopted.</p> <p><u>The Company shall implement the internal audit system and equip such with full-time auditors to undertake internal audit and supervision over the financial receipts, expenditures and the economic activities of the Company. The Company's internal audit system and the duties of the auditors shall be implemented only after approved by the board of directors. The person in charge of the audit shall be responsible to and report work to the board of directors.</u></p>



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**APPENDIX 3      CONFIRMATION ON RELATED PARTY TRANSACTIONS  
FOR THE HALF YEAR ENDED 30 JUNE 2020**

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Pursuant to the relevant requirement of China Securities Regulatory Commission and Shanghai Stock Exchange and the rule of Chinese accounting standards, the related party transactions for the half year ended 30 June 2020 of the Company are as follows:

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

<b>Related parties</b>	<b>Information about related party transactions</b>	<b>RMB</b>
Shanghai Fudan Communication Co., Ltd.	Sales of goods	3,223,376.10
Fudan University	Provisions of services	1,297,169.81
Shanghai Fukong Hualong Microsystem Technology Co., Ltd.	Sales of goods	734,230.09

**2.      PURCHASE OF GOODS AND SERVICES**

<b>Related parties</b>	<b>Information about related party transactions</b>	<b>RMB</b>
Fudan University	Services tendered by related parties	29,086.76
Shanghai Fukong Hualong Microsystem Technology Co., Ltd.	Services tendered by related parties ( <i>note: transactions cancelled and written back</i> )	(1,259,264.48)
Shanghai Fudan Science Park Co., Ltd.	Property management services tendered by related parties	553,788.77

**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	536,206.60

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

<b>Related parties</b>	<b>RMB</b>
Remuneration of directors, supervisors and senior management	7,264,744.55

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**APPENDIX 3      CONFIRMATION ON RELATED PARTY TRANSACTIONS**  
**FOR THE HALF YEAR ENDED 30 JUNE 2020**

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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.

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## NOTICE OF EXTRAORDINARY 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 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 Monday, 28 September 2020 at 10:00 a.m. for considering, if thought fit, pass with or without amendments, the following resolutions:

### SPECIAL RESOLUTIONS

1. To propose amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares;
2. To propose amendments to the articles of association; and
3. To propose amendments to the articles of association (draft).

### ORDINARY RESOLUTION

4. To confirm related party transactions for the half year ended 30 June 2020.

By order of the Board

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

**Jiang Guoxing**

*Chairman*

Shanghai, the PRC, 28 August 2020

\* For identification purpose only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 3 September 2020 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as stipulated in the proxy form.
4. Pursuant to the announcement of Closure of Register of Members published by the Company on 14 August 2020, the Register of Members of the Company will be closed from 29 August 2020 to 28 September 2020 (both days inclusive) and during which no transfer of shares will be effected.
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 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 Monday, 28 September 2020 at 10:30 a.m. (or immediately after the EGM which will be held at 10:00 a.m. on the same day and at the same venue, whichever is later) for considering, if thought fit, pass with or without amendments, the following resolution:

### SPECIAL RESOLUTION

1. To propose amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares.

By order of the Board

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

**Jiang Guoxing**

*Chairman*

Shanghai, the PRC, 28 August 2020

\* For identification purpose only

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## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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*Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 3 September 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.
4. Pursuant to the announcement of Closure of Register of Members published by the Company on 14 August 2020, the Register of Members of the Company will be closed from 29 August 2020 to 28 September 2020 (both days inclusive) and during which no transfer of shares will be effected.
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.

\* *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 Monday, 28 September 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 considering, if thought fit, pass with or without amendments, the following resolution:

### SPECIAL RESOLUTION

1. To propose amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares.

By order of the Board

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

**Jiang Guoxing**

*Chairman*

Shanghai, the PRC, 28 August 2020

\* For identification purpose only

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## NOTICE OF H SHAREHOLDERS' CLASS MEETING

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*Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 3 September 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as stipulated in the proxy form.
4. Pursuant to the announcement of Closure of Register of Members published by the Company on 14 August 2020, the Register of Members of the Company will be closed from 29 August 2020 to 28 September 2020 (both days inclusive) and during which no transfer of shares will be effected.
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.

\* *For identification purpose only*