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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

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*

As at the date of this announcement, the Company's executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun and Ms. Cheng Junxia; non-executive directors are Ms. Zhang Qianling, Mr. Ma Zhicheng, Ms. Zhang Huajing and Mr. Wu Ping and independent non-executive directors are Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.