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**FUDAN  
MICRO**

**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 (the "**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 November 2021 at 10:45 a.m. (or immediately after the A shareholders' class meeting of the Company 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 resolutions:

To consider and approve:

### **SPECIAL RESOLUTIONS**

1. the proposed adoption of the 2021 Restricted Share Incentive Scheme and a specific mandate to allot and issue Restricted Shares to the participants under the scheme;
2. the proposed Assessment Management Measures for the implementation of the 2021 Restricted Share Incentive Scheme; and
3. the proposed authorization granted to the Board to deal with matters relating to the Restricted Share Incentive Scheme.

By order of the Board

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

**Jiang Guoxing**

*Chairman*

Shanghai, the PRC, 20 October 2021

\* *For identification purpose only*

*Notes:*

1. Persons who hold H Shares and whose names appear on the Register of Members of the Company as at 5 November 2021 shall be entitled to attend the H Shareholders' Class Meeting.
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. The Register of Members of H Shares of the Company will be closed from 2 November 2021 to 5 November 2021 (both dates inclusive) during which period no transfer of shares will be registered. To be qualified to attend the H Shareholders' Class Meeting, all transfers of H shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 1 November 2021.
5. Shareholders or their proxies shall provide their identification documents when attending the H Shareholders' 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 Shareholders' 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.
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 appendix 3 of this circular.

\* *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.*