

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)

**(1) POLL RESULTS OF THE AGM;  
(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND  
(4) PAYMENT OF FINAL DIVIDEND FOR 2021**

**POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by poll at the AGM held on 2 June 2022.

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Guo Li has resigned as the independent non-executive director, the member of the audit committee, nomination committee and the remuneration and evaluation committee of the Board and Ms. Zou Fuwen has been appointed as the independent non-executive director, both effective after the AGM.

**CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that Ms. Zou Fuwen has been appointed as the member of the nomination committee and the remuneration and evaluation committee of the Board and Mr. Cao Zhongyong, an independent non-executive director, has been appointed as the member of the audit committee, both effective on 2 June 2022.

**PAYMENT OF FINAL DIVIDEND FOR 2021**

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB 0.65 per 10 share (inclusive of tax) in respect of the year ended 31 December 2021 was duly passed.

Reference is made to the announcement in relation to the change in independent non-executive director dated 18 March 2022, the announcement in relation to further information on change in independent non-executive director dated 22 March 2022, the circular (the "Circular") and the notice (the "AGM Notice") of the annual general meeting (the "AGM") both dated 28 April 2022 and the announcement in relation to the special arrangements for the annual general meeting to be held on 2 June 2022 dated 23 May 2022 of Shanghai Fudan Microelectronics Group Company Limited (the "Company"). Unless otherwise defined, terms used herein shall have the same meaning as defined in the AGM Notice, the Circular and these announcements.

**POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by poll at the AGM held on 2 June 2022.

As at the date of the AGM, the Company has a total of 814,502,000 Shares of RMB0.10 each in issue, which was the total number of Shares entitling the shareholders of the Company (the “Shareholders”) to attend and vote at the AGM. No Shareholders were restricted from voting on any of the proposed resolutions at the AGM.

BDO Limited was appointed by the Company as scrutineer for vote-taking. Two shareholder representatives and one supervisor of the Company also participated in the vote-tabulation and acted as the scrutineer for vote-taking. Two lawyers from Shanghai Allbright Law Offices, the PRC legal advisor of the Company, witnessed the convening of the meeting, the procedures for holding the meeting and the voting results.

The followings are the poll results of the resolutions passed at the AGM:

Ordinary resolutions	Number of votes (approximately %)			Total votes
	For	Against	Abstained	
1. To consider and approve the Work Report of the Directors of 2021	447,988,318 (100.00%)	14,000 (0%)	0 (0%)	448,002,318
2. To consider and approve the Work Report of the Supervisors of 2021	447,988,318 (100.00%)	14,000 (0%)	0 (0%)	448,002,318
3. To consider and approve the Final Account Report of 2021	447,988,318 (100.00%)	14,000 (0%)	0 (0%)	448,002,318
4. To consider and approve the Annual Report of 2021	447,988,318 (100.00%)	14,000 (0%)	0 (0%)	448,002,318
5. To consider and approve the Distribution Plan of 2021	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
6. To consider and approve the Re-appointment of Overseas and Domestic Auditor of 2022	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
7. To consider and approve the Remuneration of Directors And Supervisors of 2022	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
8. To consider and approve the Purchase of Liability Insurance for Directors, Supervisors and Senior Management	447,988,318 (100.00%)	14,000 (0%)	0 (0%)	448,002,318
9. To consider and approve the election of Executive Directors for the Ninth Session of the Board:				
9.1 Mr. Jiang Guoxing as an executive Director	447,924,587 (99.98%)	77,731 (0.02%)	0 (0%)	448,002,318
9.2 Mr. Shi Lei as an executive Director	447,976,317 (99.99%)	26,001 (0.01%)	0 (0%)	448,002,318
9.3 Mr. Yu Jun as an executive Director	447,923,813 (99.98%)	78,505 (0.02%)	0 (0%)	448,002,318
9.4 Ms. Cheng Junxia as an executive Director	446,529,118 (99.67%)	1,473,200 (0.33%)	0 (0%)	448,002,318
10. To consider and approve the election of Non-executive Directors for the Ninth Session of the Board:				
10.1 Ms. Zhang Qianling as a non-executive Director	447,976,317 (99.99%)	26,001 (0.01%)	0 (0%)	448,002,318
10.2 Mr. Wu Ping as a non-executive Director	447,976,317 (99.99%)	26,001 (0.01%)	0 (0%)	448,002,318

	10.3 Ms. Liu Huayan as a non-executive Director	447,976,317 (99.99%)	26,001 (0.01%)	0 (0%)	448,002,318
	10.4 Mr. Sun Zheng as a non-executive Director	447,976,317 (99.99%)	26,001 (0.01%)	0 (0%)	448,002,318
11.	To consider and approve the election of Independent Non-executive Directors for the Ninth Session of the Board				
	11.1 Mr. Cao Zhongyong as an Independent Non-executive Director	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
	11.2 Mr. Cai Mingyong as an Independent Non-executive Director	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
	11.3 Mr. Wang Pin as an Independent Non-executive Director	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
	11.4 Ms. Zou Fuwen as an Independent Non-executive Director	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
12.	To consider and approve the election of Supervisors for the Ninth Session of the Supervisory Committee:				
	12.1 Mr. Ren Junyan as a Supervisor	448,002,318 (100.00%)	0 (0%)	0 (0%)	448,002,318
	12.2 Ms. Tang Xiaojie as a Supervisor	447,915,622 (99.98%)	86,696 (0.02%)	0 (0%)	448,002,318
<b>Special resolution</b>					
13.	To consider and approve the General Mandate to Issue additional A Shares and/or H Shares	440,457,756 (98.32%)	5,183,337 (1.16%)	2,361,225 (0.52%)	448,002,318

\* The full text of the Resolution is set out in the AGM Notice and Circular.

As more than 50% of the votes were casted in favour of the ordinary resolutions from No. 1 to No. 12 and more than two thirds of the votes were casted in favour of the special resolution 13, the above resolutions of the AGM were duly passed as ordinary resolutions and special resolution of the Company respectively.

All directors (namely, Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Ms. Cheng Junxia, Ms. Zhang Qianling, Mr. Wu Ping, Ms. Liu Huayan, Mr. Sun Zheng, Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Mingyong and Mr. Wang Pin) have participated in the AGM in person or by way of electronic means.

#### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

According to the announcement in relation to the change in independent non-executive director dated 18 March 2022 and the announcement in relation to further information on change in independent non-executive director dated 22 March 2022, the Board announces that Mr. Guo Li has resigned as the independent non-executive director, the member of the audit committee, nomination committee and the remuneration and evaluation committee of the Board effective after the AGM.

Ms. Zou Fuwen (“Ms. Zou”) has been appointed as the independent non-executive director effective after the AGM.

Biographical details of Ms. Zou are set out as follows:

Ms. Zou, aged 54, graduated from the Economic Law major of the Law School of the Jilin University and the Law major of the East China University of Political Science and Law, and was a post-graduate in international trade of the Shanghai University of International Business and Economics as well as a registered lawyer in China. She was a lawyer of Shanghai Baoshan Law Firm and Shanghai Yinxin Law Firm; and was a supervisor of Shanghai Hao Kun Law Firm. She is currently a supervisor of Shanghai Parkway Law Firm.

Ms. Zou has entered into an independent non-executive director service contract with the Company with for a term of 3 years from the date of the AGM until the expiry date of the 9th session of the Board, i.e. 2 June 2025. Ms. Zou is entitled to an annual remuneration of RMB200,000.

As at the date of this announcement, Ms. Zou (i) has not held any other directorship in public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries; (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) does not hold any other positions with other members of the Group.

The Board would like to welcome Ms. Zou in joining the Board.

#### **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that Ms. Zou has been appointed as the member of the nomination committee and the remuneration and evaluation committee of the Board and Mr. Cao Zhongyong, an independent non-executive director, has been appointed as the member of the audit committee, both effective on 2 June 2022.

#### **PAYMENT OF FINAL DIVIDEND FOR 2021**

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB 0.65 per 10 share (inclusive of tax) in respect of the year ended 31 December 2021 was duly passed. The Company will publish further announcement on the arrangements for the distribution of the final dividend, including the record date for distribution of the dividend, the closure of the register of members and other relevant matters.

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

Shanghai, the PRC, 2 June 2022

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. Wu Ping, Ms. Liu Huayan and Mr. Sun Zheng, and independent non-executive Directors are Mr. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen.

*\* For identification purposes only*