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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 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 Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on Friday, 2 June 2023 at 10:00 a.m. for the following purposes:—

### **ORDINARY RESOLUTION**

1. To consider and approve the Work Report of the Board of 2022;
2. To consider and approve the Work Report of the Supervisory Committee of 2022;
3. To consider and approve the Final Account Report of 2022;
4. To consider and approve the Annual Report of 2022;
5. To consider and approve the Profit Distribution Plan of 2022;
6. To consider and approve the Re-appointment of Overseas and Domestic Auditor and internal control Auditor of 2023;
7. To consider and approve the Remuneration of Directors And Supervisors of 2023;
8. To consider and approve the Purchase of Liability Insurance for Directors, Supervisors and Senior Management;
9. To consider and approve the proposed amendments to Corporate Governance Rules;
10. To consider and approve the proposal of utilization of the surplus funds raised from the A Share Offering for permanent replenishment of working capital;

\* *For identification purpose only*

## SPECIAL RESOLUTION

11. To consider and approve the proposed amendments to Articles of Association;
12. To consider and approve the General Mandate to issue additional A Shares and/or H Shares.

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

Shanghai, the PRC, 25 April 2023

*Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 2 June 2023 shall be entitled to attend the AGM.
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 A Shares) or the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) as stipulated in the proxy form.
4. For holders of H Shares, the Register of Members of H Shares of the Company will be closed from 29 May 2023 to 2 June 2023 (both dates inclusive) during which period no transfer of H Shares will be registered. To be qualified to attend the AGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 25 May 2023.
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 the circular of the Company dated 25 April 2023.

*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.*

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