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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)

**POLL RESULTS OF THE AGM
AND
PAYMENT OF FINAL DIVIDEND FOR 2022**

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 2023.

PAYMENT OF FINAL DIVIDEND FOR 2022

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB 1.35 per 10 shares (inclusive of tax) in respect of the year ended 31 December 2022 was duly passed.

Reference is made to the announcement in relation to the circular (the “Circular”) and the notice (the “AGM Notice”) of the annual general meeting (the “AGM”) both dated 25 April 2023 of Shanghai Fudan Microelectronics Group Company Limited* (上海復旦微電子集團股份有限公司) (the “Company”). Unless otherwise defined, terms used herein shall have the same meaning as defined in the AGM Notice and the Circular.

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 2023.

As at the date of the AGM, the Company has a total of 816,656,500 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 Board of 2022	364,337,262 (94.82%)	19,907,200 (5.18%)	10,506 (0%)	384,254,968
2.	To consider and approve the Work Report of the Supervisory Committee of 2022	364,337,262 (94.82%)	19,907,200 (5.18%)	10,506 (0%)	384,254,968
3.	To consider and approve the Final Account Report of 2022	364,337,262 (94.82%)	19,907,200 (5.18%)	10,506 (0%)	384,254,968
4.	To consider and approve the Annual Report of 2022	364,337,262 (94.82%)	19,907,200 (5.18%)	10,506 (0%)	384,254,968
5.	To consider and approve the Profit Distribution Plan of 2022	364,378,968 (94.83%)	19,876,000 (5.17%)	0 (0%)	384,254,968
6.	To consider and approve the Re-appointment of Overseas and Domestic Auditor and internal control Auditor of 2023	364,378,768 (94.83%)	19,876,200 (5.17%)	0 (0%)	384,254,968
7.	To consider and approve the Remuneration of Directors And Supervisors of 2023	364,170,768 (94.77%)	20,084,200 (5.23%)	0 (0%)	384,254,968
8.	To consider and approve the Purchase of Liability Insurance for Directors, Supervisors and Senior Management	364,208,262 (94.78%)	20,036,200 (5.22%)	10,506 (0%)	384,254,968
9.	To consider and approve the proposed amendments to Corporate Governance Rules	364,378,768 (94.83%)	19,876,200 (5.17%)	0 (0%)	384,254,968
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	364,209,325 (94.78%)	20,045,643 (5.22%)	0 (0%)	384,254,968
Special resolutions					
11.	To consider and approve the proposed amendments to Articles of Association	364,378,968 (94.83%)	19,876,000 (5.17%)	0 (0%)	384,254,968
12.	To consider and approve the General Mandate to issue additional A Shares and/or H Shares	332,404,325 (86.51%)	51,850,643 (13.49%)	0 (0%)	384,254,968

* 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. 10 and more than two thirds of the votes were casted in favour of the special resolution from No. 11 to No. 12, 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. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen) have participated in the AGM in person or by way of electronic means.

PAYMENT OF FINAL DIVIDEND FOR 2022

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB 1.35 per 10 shares (inclusive of tax) in respect of the year ended 31 December 2022 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 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.

** For identification purposes only*