



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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We (note 1) _____
of _____ (note 1)
being the registered holder(s) of (note 2) _____ shares
of RMB0.10 each in SHANGHAI FUDAN MICROELECTRONICS GROUP COMPANY LIMITED (the "Company"),
hereby appoint (note 3) _____
of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the extraordinary general meeting (the "EGM") to be held at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the People's Republic of China on 5 July 2023 at 1:30 p.m. and to vote at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

As Special Resolutions		For (note 4)	Against (note 4)
1.	To consider and approve the proposal in relation to the satisfaction of the conditions for the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company		
2.	To consider and approve the proposal on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company (the following resolutions to be voted item by item)		
	2.01 Type of securities to be issued		
	2.02 Size of the Issuance		
	2.03 Par value and issue price		
	2.04 Bonds term		
	2.05 Bond rate		
	2.06 Term and method of principal and interest payment		
	2.07 Conversion period		
	2.08 Determination and adjustment of the conversion price		
	2.09 Terms of downward adjustment to conversion price		
	2.10 Method for determining the number of A Shares for conversion		
	2.11 Terms of redemption		
	2.12 Terms of sale back		
	2.13 Entitlement to dividend upon conversion		
	2.14 Method of the Issuance and target subscribers		
	2.15 Subscription arrangement for the existing A Shareholders		
	2.16 Relevant matters of the bondholders' meeting		

* For identification purpose only

As Special Resolutions		For (note 4)	Against (note 4)
	2.17 Use of proceeds		
	2.18 Management and deposit account for proceeds raised		
	2.19 Guarantee		
	2.20 Rating		
	2.21 Validity period of the Issuance plan		
3.	To consider and approve the proposal in relation to the plan of the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company		
4.	To consider and approve the proposal in relation to the Demonstration and Analysis Report regarding the Plan for the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company		
5.	To consider and approve the proposal in relation to the feasibility report on the use of proceeds raised from the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company		
6.	To consider and approve the proposal in relation to the remedial measures and undertakings from related entities in relation to dilutive impact of immediate returns by the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company		
7.	To consider and approve the proposal in relation to the formulation of shareholder return program for next three years (years 2023-2025) of the Company		
8.	To consider and approve the proposal in relation to the formulation of Rules for Meetings of Holders of A Share Convertible Corporate Bond of the Company		
9.	To consider and approve the proposal in relation to the report on the use of proceeds previously raised by the Company		
10.	To consider and approve the proposal in relation to the Authorisations to the Board and its authorised persons by the Shareholders' General Meetings to deal with the matters relating to the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors at their absolute discretion		
As Ordinary Resolution			
11.	To consider and approve the proposal in relation to the Connected Transaction in relation to Possible Subscription for A Share Convertible Corporate Bonds by connected persons		

Signature(s) (note 5): _____ Date: _____ 2023

Notes:

1. Please insert full name(s) and address(es) in BLOCK CAPITALS.
2. Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
3. Where the proxy appointed is not the Chairman of the meeting, please cross out “or failing him, the Chairman of the meeting” and fill in name(s) and address(es) of the proxy in the space provided. **Each shareholder is entitled to appoint one or more than one proxy to attend and vote at the EGM on his behalf. The proxy needs not be a shareholder of the Company.**
4. **Important:** if you wish to vote for the resolution, tick in the box marked “For”. If you wish to vote against the resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the seal or under the hand of any director or attorney duly authorised in writing.
6. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited not less than 24 hours before the time appointed for the holding of the EGM 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).
7. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.
8. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Further details of the above resolutions are set out in the circular of the Company dated 12 June 2023.
- * *For identification only*