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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 EGM AND THE CLASS MEETINGS**

The Board is pleased to announce that all the resolutions as set out in the EGM Notice and the Class Meetings' Notices were duly passed by poll at the EGM and the Class Meetings held in sequence on 28 September 2020.

Reference is made to the notice (the "EGM Notice") of the extraordinary general meeting (the "EGM"), the notices (the "Class Meetings' Notices") of domestic shareholders' class meeting and the H shareholders' class meeting (the "Class Meetings") and the circular (the "Circular") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") dated 28 August 2020. Unless otherwise defined, terms used herein shall have the same meaning as defined in these notices and the Circular.

## **POLL RESULTS OF THE EGM AND THE CLASS MEETINGS**

The board of directors of the Company (the "Board") is pleased to announce that all the resolutions as set out in the EGM Notice and the Class Meetings' Notices were duly passed by poll at the EGM and the Class Meetings held in sequence on 28 September 2020.

As at the date of the EGM, the Company has a total of 694,502,000 shares of RMB0.10 each in issue (the "Shares"), which was the total number of Shares entitling the shareholders of the Company (the "Shareholders") to attend and vote at the EGM. As at the date of the domestic shareholders' class meeting of the Company (the "Domestic Shareholders' Class Meeting"), the Company has a total of 410,172,000 Domestic Shares in issue, which was the total number of Domestic Shares entitling the Domestic Shareholders to attend and vote at the Domestic Shareholders' Class Meeting. As at the date of the H shareholders' class meeting of the Company (the "H Shareholders' Class Meeting"), the Company has a total of 284,330,000 H Shares in issue, which was the total number of H Shares entitling the H Shareholders to attend and vote at the H Shareholders' Class Meeting. None of the Shares entitled the holders to attend and vote only against the resolutions at the EGM and the Class Meetings and no Shareholder was required to abstain from voting in respect of the resolutions.

- (a) The total Shares with voting rights represented by the Shareholders attending the EGM were 456,039,687 Shares, representing approximately 65.66% of the total issued Shares as at the date of the EGM.
- (b) The total Domestic Shares with voting rights represented by the Domestic Shareholders attending the Domestic Shareholders' Class Meeting were 410,172,000 Shares, representing 100% of the total issued Domestic Shares as at the date of the Domestic Shareholders' Class Meeting.
- (c) The total H Shares with voting rights represented by the H Shareholders attending the H Shareholders' Class Meeting were 43,709,687 Shares, representing approximately 15.37% of the total issued H Shares as at the date of the H Shareholders' Class Meeting.

Elite Partners CPA Limited was appointed by the Company as scrutineer for vote-taking. The followings are the poll results of the resolutions passed at the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting:

**(i) Poll results of the EGM**

| Special resolutions        |   | Number of votes       |           | Total votes |
|----------------------------|---|-----------------------|-----------|-------------|
|                            |   | For                   | Against   |             |
| 1.                         | To propose amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares | 456,039,687<br>(100%) | 0<br>(0%) | 456,039,687 |
| 2.                         | To propose amendments to the articles of association  | 456,039,687<br>(100%) | 0<br>(0%) | 456,039,687 |
| 3.                         | To propose amendments to the articles of association (draft)  | 456,039,687<br>(100%) | 0<br>(0%) | 456,039,687 |
| <b>Ordinary resolution</b> |   |                       |           |             |
| 4.                         | To confirm related party transactions for the half year ended 30 June 2020  | 456,039,687<br>(100%) | 0<br>(0%) | 456,039,687 |

As more than two thirds of the votes were casted in favour of the special resolutions from No. 1 to No. 3 and more than 50% of the votes were casted in favour of the ordinary resolution No. 4, the above resolutions of the EGM were duly passed as special resolutions and an ordinary resolution of the Company respectively.

**(ii) Poll results of the Domestic Shareholders' Class Meeting**

| Special resolution |   | Number of votes       |           | Total votes |
|--------------------|---|-----------------------|-----------|-------------|
|                    |   | For                   | Against   |             |
| 1.                 | To propose amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares | 410,172,000<br>(100%) | 0<br>(0%) | 410,172,000 |

As more than two thirds of the votes were casted in favour of the special resolution No. 1, the above resolution of the Domestic Shareholders' Class Meeting was duly passed as a special resolution of the Company.

**(iii) Poll results of the H Shareholders' Class Meeting**

| Special resolution |   | Number of votes      |           | Total votes |
|--------------------|---|----------------------|-----------|-------------|
|                    |   | For                  | Against   |             |
| 1.                 | To propose amendments to the fund raising amount and investing in the projects with proceeds from initial public offering of A shares | 43,709,687<br>(100%) | 0<br>(0%) | 43,709,687  |

As more than two thirds of the votes were casted in favour of the special resolution No. 1, the above resolution of the H Shareholders' Class Meeting was duly passed as a special resolution of the Company.

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

Shanghai, the PRC, 28 September 2020

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.

*\* For identification purposes only*