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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 THE CLASS MEETINGS**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice and the Class Meetings' Notices were duly passed by poll at the AGM and the Class Meetings held in sequence on 2 June 2021.

Reference is made to the notice (the "AGM Notice") of the annual general meeting (the "AGM"), 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 29 April 2021. Unless otherwise defined, terms used herein shall have the same meaning as defined in these notices and the Circular.

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

The Board is pleased to announce that all the resolutions as set out in the AGM Notice and the Class Meetings' Notices were duly passed by poll at the AGM and the Class Meetings held in sequence on 2 June 2021.

As at the date of the AGM, the Company has a total of 694,502,000 Shares of RMB0.10 each in issue, which was the total number of Shares entitling the Shareholders to attend and vote at the AGM. As disclosed in the Circular, Fudan Fukong holds 109,620,000 Domestic Shares or approximately 15.78% equity interest of the Company, was required to and has abstained from voting on the ordinary resolution number 5 at the AGM. As a result, the total number of Shares entitling the Shareholders to attend and vote on the ordinary resolution No. 5 at the AGM was 584,882,000 Shares, representing approximately 84.22% of the total issued Shares as at the date of the AGM.

As at the date of the Domestic Shareholders' Class Meeting, the Company has a total of 410,172,000 Domestic Shares in issue, which was the total number of 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, the Company has a total of 284,330,000 H Shares in issue, which was the total number of Shares entitling the H Shareholders to attend and vote at the H Shareholders' Class Meeting.

Save as disclosed above, none of the Shares entitled the holders to attend and vote only against the resolutions at the AGM and the Class Meetings and no other Shareholder was required to abstain from voting in respect of the resolutions.

- (a) (i) The total Shares with voting rights represented by the Shareholders attending the AGM were 426,846,370 Shares, representing approximately 61.46% of the total issued Shares as at the date of the AGM.
- (ii) The total Shares with voting rights in respect of the ordinary resolution number 5 represented by the Shareholders attending the AGM were 317,226,370 Shares, representing approximately 45.68% of the total issued Shares as at the date of the AGM.
- (b) The total Shares with voting rights represented by the 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 Shares with voting rights represented by the Shareholders attending the H Shareholders' Class Meeting were 16,674,370 Shares, representing approximately 5.86% 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 AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting:

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

Ordinary resolutions		Number of votes (approximately %)		Total votes
		For	Against	
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2020	426,846,370 (100%)	0 (0%)	426,846,370
2.	To receive and consider the Report of the Supervisory Committee	426,846,370 (100%)	0 (0%)	426,846,370
3.	To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration	426,846,370 (100%)	0 (0%)	426,846,370
4.	To confirm the related party transactions of 2020	426,846,370 (100%)	0 (0%)	426,846,370
5.	(a) To approve, ratify and confirm the New Cooperation Agreement (a copy of which was tabled at the meeting marked "A" and signed by the Chairman for the purpose of identification) and the transactions contemplated thereunder and any other accompanying documents	317,226,370 (100%)	0 (0%)	317,226,370
	(b) To approve, ratify and confirm the 2022 - 2024 Annual Caps of the transactions contemplated under the New Cooperation Agreement and to revise the 2021 Annual Cap of the transactions contemplated under the Old Cooperation Agreement and the New Cooperation Agreement	317,226,370 (100%)	0 (0%)	317,226,370

	(c) To authorize any Director on behalf of the Company to give effect to the New Cooperation Agreement and the transactions contemplated thereunder or to do such acts and things as the Director in his/her discretion may consider appropriate, necessary or desirable to implement, and sign or seal to execute any agreement, deed, written form and other documents or to make relevant arrangements, and be restricted by and according to the appropriate laws and provisions, under the circumstances in the interests of the Company and its shareholders as a whole, to approve and make the relevant insignificant adverse change, revise, supplement or waive insignificant issues.	317,226,370 (100%)	0 (0%)	317,226,370
<b>Special resolutions</b>				
6.	To extend the validity period of the resolution in respect of the proposed A Share Offering	426,109,446 (99.83%)	736,924 (0.17%)	426,846,370
7.	To extend the authorisations granted to the Board to handle all matters relating to the IPO and listing of A Shares	426,109,446 (99.83%)	736,924 (0.17%)	426,846,370
8.	To renew the general mandate to issue new shares*	419,978,988 (98.39%)	6,867,382 (1.61%)	426,846,370

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

As more than 50% of the votes were casted in favour of the ordinary resolutions from No. 1 to No. 5 and more than two thirds of the votes were casted in favour of the special resolutions from No. 6 to No. 8, the above resolutions of the AGM were duly passed as ordinary resolutions and special resolutions of the Company respectively.

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

Special resolutions		Number of votes (approximately %)		Total votes
		For	Against	
1.	To extend the validity period of the resolution in respect of the proposed A Share Offering	410,172,000 (100%)	0 (0%)	410,172,000
2.	To extend the authorisations granted to the Board to handle all matters relating to the IPO and listing of A Shares	410,172,000 (100%)	0 (0%)	410,172,000

As more than two thirds of the votes were casted in favour of the special resolutions No. 1 and No. 2, the above resolutions of the Domestic Shareholders' Class Meeting were duly passed as special resolutions of the Company respectively.

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

Special resolutions		Number of votes (approximately %)		Total votes
		For	Against	
1.	To extend the validity period of the resolution in respect of the proposed A Share Offering	15,937,446 (95.58%)	736,924 (4.42%)	16,674,370
2.	To extend the authorisations granted to the Board to handle all matters relating to the IPO and listing of A Shares	15,937,446 (95.58%)	736,924 (4.42%)	16,674,370

As more than two thirds of the votes were casted in favour of the special resolutions No. 1 and No. 2, the above resolutions of the H Shareholders' Class Meeting were duly passed as special resolutions of the Company respectively.

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

Shanghai, the PRC, 2 June 2021

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*