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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
APPOINTMENT OF OVERSEAS AUDITOR
AND
CHANGES IN NON-EXECUTIVE DIRECTORS AND SUPERVISOR**

The Board is pleased to announce that at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting held in sequence on 5 November 2021, all the resolutions as set out in the EGM Notice and the notices of the Class Meetings were duly passed by poll.

The proposal to appoint Ernst & Young Hua Ming LLP as the overseas auditor of the Company was approved by the Shareholders on the EGM and effective on the same date.

The resignations of Mr. Ma Zhicheng and Ms. Zhang Huajing as non-executive Directors and Mr. Gu Weizhong as Supervisor were all effective from 5 November 2021. The proposals to appoint Mr. Sun Zheng and Ms. Liu Huayan as non-executive Directors and Ms. Tang Xiaojie as Supervisor were respectively approved by the Shareholders on the EGM and all effective from 5 November 2021.

Reference is made to the notice (the "EGM Notice") of the extraordinary general meeting (the "EGM"), the notices (the "H Shareholders' Class Meeting Notice") of the H shareholders' class meeting (the "H Shareholders' Class Meeting") and the circular (the "Circular") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") dated 20 October 2021. Unless otherwise defined, terms used herein shall have the same meaning as defined in these notices and the Circular.

1. POLL RESULTS OF THE EGM AND THE CLASS MEETINGS

The board of directors of the Company (the "Board") is pleased to announce that at the EGM, the A shareholders' class meeting (the "A Shareholders' Class Meeting") and the H Shareholders' Class Meeting (collectively referred to as the "Class Meetings") held in sequence on 5 November 2021, all the resolutions as set out in the EGM Notice and the notices of the Class Meetings were duly passed by poll.

As at 5 November 2021, the Company has a total of 814,502,000 shares of RMB0.10 each in issue (the "Shares") with 530,172,000 A Shares and 284,330,000 H Shares. At the date of the EGM, Shanghai Fudan Fukong Technology Enterprise Holdings Limited ("Fudan Fukong") and its associates held 109,620,000 A Shares or approximately 13.46% of the issued share capital of the Company and is a substantial Shareholder. In accordance with rule 14A.36 of the Listing Rules and as disclosed in the Circular, Fudan Fukong and its associates have a material interest in the resolution No. 1 of the EGM and have abstained from voting of the resolution relating to the revised annual caps. Save as disclosed above, no other Shareholders are required under the Listing Rules to abstain from voting on the resolutions at the EGM and Class Meetings. There was no Share entitling the Shareholders to attend the EGM and the Class Meetings but abstain from voting in favour of the resolutions, and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the EGM and Class Meetings.

- (a) The total Shares with voting rights represented by the Shareholders attending the EGM and through the online voting were 472,921,869 Shares, representing approximately 58.06% of the total issued Shares as at the date of the EGM;
- (b) The total A Shares with voting rights represented by the A Shareholders attending the A Shareholders' Class Meeting and through the online voting were 398,645,150 Shares, representing 75.19% of the total issued A Shares as at the date of the A Shareholders' Class Meeting; and
- (c) The total H Shares with voting rights represented by the H Shareholders attending the H Shareholders' Class Meeting were 75,418,719 Shares, representing approximately 26.53% of the total issued H Shares as at the date of the H Shareholders' Class Meeting.

The followings are the poll results of the resolutions passed at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting:

(i) Poll results of the EGM

Ordinary resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
1.	to approve the proposed revision of Annual Caps for Continuing Connected Transactions in relation to the New Cooperation Agreement	329,315,869 (97.14%)	9,688,000 (2.86%)	0 (0%)	339,003,869
2.	to approve the proposed utilisation of the Surplus Funds Raised from the A Share Offering for Permanent Replenishment of Working Capital	446,145,869 (97.87%)	9,688,000 (2.13%)	0 (0%)	455,833,869
3.	to approve the proposed appointment of Ernst & Young Hua Ming LLP as the auditor of the Company	446,145,869 (97.87%)	9,688,000 (2.13%)	0 (0%)	455,833,869
4.	to approve the proposed appointment of Mr. Sun Zheng as non-executive Director	444,024,868 (97.62%)	10,809,001 (2.38%)	0 (0%)	454,833,869
5.	to approve the proposed appointment of Ms. Liu Huayan as non-executive Director	444,080,868 (97.64%)	10,753,001 (2.36%)	0 (0%)	454,833,869
6.	to approve the proposed appointment of Ms. Tang Xiaojie as Supervisor	443,891,438 (97.60%)	10,915,001 (2.40%)	0 (0%)	454,806,439
Special resolutions					
7.	to approve the proposed adoption of the 2021 Restricted Share Incentive Scheme and a specific mandate to allot and issue Restricted Shares	462,317,869 (97.76%)	10,604,000 (2.24%)	0 (0%)	472,921,869
8.	to approve the proposed Assessment Management Measures for the implementation of the 2021 Restricted Share Incentive Scheme	462,317,869 (97.76%)	10,604,000 (2.24%)	0 (0%)	472,921,869
9.	to approve the proposed authorization granted to the Board to deal with matters relating to the Restricted Share Incentive Scheme	445,229,869 (97.67%)	10,604,000 (2.33%)	0 (0%)	455,833,869

As more than 50% of the votes were casted in favour of the ordinary resolutions from No. 1 to No. 6 and more than two thirds of the votes were casted in favour of the special resolutions No. 7 to No. 9, the above resolutions of the EGM were duly passed as ordinary resolutions and special resolutions of the Company respectively.

(ii) Poll results of the A Shareholders' Class Meeting

Special resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
1.	to approve the proposed adoption of the 2021 Restricted Share Incentive Scheme and a specific mandate to allot and issue Restricted Shares	398,645,150 (100%)	0 (0%)	0 (0%)	398,645,150
2.	to approve the proposed Assessment Management Measures for the implementation of the 2021 Restricted Share Incentive Scheme	398,645,150 (100%)	0 (0%)	0 (0%)	398,645,150
3.	to approve the proposed authorization granted to the Board to deal with matters relating to the Restricted Share Incentive Scheme	398,645,150 (100%)	0 (0%)	0 (0%)	398,645,150

As more than two thirds of the votes were casted in favour of the special resolutions No. 1 to No. 3, the above resolutions of the A Shareholders' Class Meeting were duly passed as special resolutions of the Company.

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

Special resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)			Total number of votes cast
		For	Against	Abstain	
1.	to approve the proposed adoption of the 2021 Restricted Share Incentive Scheme and a specific mandate to allot and issue Restricted Shares	64,814,719 (85.94%)	10,604,000 (14.06%)	0 (0%)	75,418,719
2.	to approve the proposed Assessment Management Measures for the implementation of the 2021 Restricted Share Incentive Scheme	64,814,719 (85.94%)	10,604,000 (14.06%)	0 (0%)	75,418,719
3.	to approve the proposed authorization granted to the Board to deal with matters relating to the Restricted Share Incentive Scheme	64,814,719 (85.94%)	10,604,000 (14.06%)	0 (0%)	75,418,719

As more than two thirds of the votes were casted in favour of the special resolutions No. 1 to No. 3, the above resolutions of the H Shareholders' Class Meeting were duly passed as special resolutions of the Company.

SCRUTINEER AND LEGAL WITNESS

BDO Limited was appointed by the Company as scrutineer for vote-taking. Also, two shareholder representatives and a Supervisor of the Company were appointed as the scrutineers of the meetings for the purpose of vote-taking.

Two lawyers from the Company's legal adviser, AllBright Law Offices, witnessed the convening, holding procedures and voting procedures of the meetings.

2. APPOINTMENT OF OVERSEAS AUDITOR

Reference is made to the announcement of the Company dated 16 August 2021 relating to the proposed change of overseas auditor. The proposal to appoint Ernst & Young Hua Ming LLP as the overseas auditor of the Company was approved by the Shareholders on the EGM and effective on the same date.

3. CHANGES IN NON-EXECUTIVE DIRECTORS AND SUPERVISOR

Reference is made to the announcement of the Company dated 23 September 2021 relating to the changes in non-executive Directors and Supervisor. The resignations of Mr. Ma Zhicheng and Ms. Zhang Huajing as non-executive Directors and Mr. Gu Weizhong as Supervisor were all effective from 5 November 2021.

The proposals to appoint Mr. Sun Zheng and Ms. Liu Huayan as non-executive Directors and Ms. Tang Xiaojie as Supervisor were respectively approved by the Shareholders on the EGM and all effective from 5 November 2021 until the expiry date of the 8th session of the Board and the 8th session of the supervisory committee of the Company, which is 2 June 2022.

Information regarding the above-mentioned Directors and Supervisor have been set out in the Circular. Save for the disclosures in the Circular, as at the date of this announcement, there is no other information relating to them that needs to be disclosed pursuant to the requirement of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

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

Shanghai, the PRC, 5 November 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. Wu Ping, Mr. Sun Zheng and Ms. Liu Huayan, and independent non-executive Directors are Mr. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

** For identification purposes only*