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**FUDAN
MICRO**

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) will be held at International Conference Hall, 2/F., Fudan Science and Technology Park Building, 11 Guotai Road, Shanghai, the People's Republic of China (the “PRC”) on Thursday, 2 June 2022 at 10:00 a.m. for the following purposes:–

ORDINARY RESOLUTION

1. To consider and approve the Work Report of the Directors of 2021;
2. To consider and approve the Work Report of the Supervisors of 2021;
3. To consider and approve the Final Account Report of 2021;
4. To consider and approve the Annual Report of 2021;
5. To consider and approve the Distribution Plan of 2021
6. To consider and approve the Re-appointment of Overseas and Domestic Auditor of 2022
7. To consider and approve the Remuneration of Directors And Supervisors of 2022
8. To consider and approve the Purchase of Liability Insurance for Directors, Supervisors and Senior Management
9. To consider and approve the election of Executive Directors for the Ninth Session of the Board:
 - 9.1 Mr. Jiang Guoxing as an executive Director;
 - 9.2 Mr. Shi Lei as an executive Director;

* For identification purpose only

- 9.3 Mr. Yu Jun as an executive Director; and
- 9.4 Ms. Cheng Junxia as an executive Director.
10. To consider and approve the election of Non-executive Directors for the Ninth Session of the Board:
- 10.1 Ms. Zhang Qianling as a non-executive Director;
- 10.2 Mr. Wu Ping as a non-executive Director;
- 10.3 Ms. Liu Huayan as a non-executive Director; and
- 10.4 Mr. Sun Zheng as a non-executive Director.
11. To consider and approve the election of Independent Non-executive Directors for the Ninth Session of the Board:
- 11.1 Mr. Cao Zhongyong as an Independent Non-executive Director;
- 11.2 Mr. Cai Mingyong as an Independent Non-executive Director;
- 11.3 Mr. Wang Pin as an Independent Non-executive Director; and
- 11.4 Ms. Zou Fuwen as an Independent Non-executive Director.
12. To consider and approve the election of Supervisors for the Ninth Session of the Supervisory Committee
- 12.1 Mr. Ren Junyan as a Supervisor; and
- 12.2 Ms. Tang Xiaojie as a Supervisor.

SPECIAL RESOLUTION

13. To consider and approve the General Mandate to Issue additional A Shares and/or H Shares.

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

Shanghai, the PRC, 28 April 2022

Notes:

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 2 June 2022 shall be entitled to attend the AGM.
2. Any member entitled to attend and vote at the AGM is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or in writing by its director or other attorney duly authorized to sign the same. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney, must be deposited not less than 24 hours before the time appointed for the holding of the AGM at the Company's principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC (for holders of Domestic Shares) or the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) as stipulated in the proxy form.
4. The Register of Members of H Shares of the Company will be closed from 27 May 2022 to 2 June 2022 (both dates inclusive) during which period no transfer of H Shares will be registered. To be qualified to attend the AGM, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H Shares) no later than 4:30 p.m. on 26 May 2022.
5. Shareholders or their proxies shall provide their identification documents when attending the AGM. If corporate Shareholders appoint authorized representative to attend the AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the AGM.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
8. Information containing further details regarding the proposed resolutions set out in the above notice as required by the Listing Rules are set out in appendix 1 to 4 of the Company's circular dated 28 April 2022.

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. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.