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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*

(在中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1385)

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 2 JUNE 2022

References are made to the circular (the “Circular”) and the notice (the “Notice”) of the annual general meeting to be held at 10:00 a.m. on Thursday, 2 June 2022 (“AGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) both dated 28 April 2022 together with the form of proxy (the “Proxy Form”) regarding the AGM. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

NO PHYSICAL ATTENDANCE AT THE AGM

In order to strictly implement the relevant requirements on the epidemic prevention and control in Shanghai, the Board hereby announces that the AGM will be conducted virtually via electronic means as an online meeting. The Shareholders and/or their proxies will NOT be able to attend the AGM in person, and can only view and listen to a live webcast of the AGM via electronic means. The Directors or other senior staff members of the Company will participate by way of electronic means.

Shareholders will be able to view and listen to the AGM through a live webcast from 10:00 a.m. until the completion of the AGM on 2 June 2022 on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast. Shareholders will need to complete the following steps to be able to access the live webcast of the AGM:

Accessing Proceedings of the AGM By VooV Meeting

For Shareholders of H Shares who would like to view and listen to the AGM live webcast, you will need to register by sending an email to (is-enquiries@hk.tricorglobal.com) or via telephone hotline of Tricor Tengis Limited, the Company’s H Share Registrar (the “H Share Registrar”) at (852) 2980 1333 (Office hours: 9:00 a.m. to 6:00 p.m., Monday to Friday) and providing personal particulars as follows:

- a) Full English name;
- b) Registered Address;
- c) Number of H Shares held;
- d) Contact Telephone Number; and

e) Email Address,

no later than 10:00 a.m. on 31 May 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' identity.

Authenticated Shareholders of H Shares will receive an email confirmation from the H Share Registrar no later than 10:00 a.m. on 1 June 2022 (being not less than twenty-four (24) hours before the time appointed for holding the AGM) which contains a link to join the live webcast of the AGM. Shareholders MUST NOT forward the link to other persons who are not the Shareholders and who are not entitled to attend the AGM.

Vote by appointing the chairman of the AGM as your proxy

During the live online webcast of AGM, no facility will be provided for Shareholders of H shares to vote on the resolutions to be proposed at the AGM. All resolutions at the AGM will be decided on a poll. Shareholders of H Shares will still be able to vote by doing so in advance of the AGM by proxy. If you wish to vote on any resolution at the AGM, you must appoint the chairman of the AGM as your proxy to exercise your right to vote at the AGM in accordance with your instructions. If you appoint a person who is not the chairman of the AGM as your proxy, that person will not be permitted entry to the meeting and will not be able to exercise your vote.

The proxy form has been posted to Shareholders of H Shares together with the Circular. The proxy form can be downloaded from the section of "Investors - Announcements" of the Company's website (www.fmsh.com) or the website of the Stock Exchange (www.hkexnews.hk). If you are not a registered Shareholder of H Shares (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

For holders of H Shares, the proxy form should be returned to the H Share Registrar, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than twenty-four (24) hours before the time for holding the AGM.

Questions from Shareholders

Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 10:00 a.m. on 31 May 2022 (being not less than forty-eight (48) hours before the date appointed for holding the AGM) via email to (ir@fmsh.com.cn) providing personal particulars as follows for verification purposes:

- a) Full name;
- b) Registered Address;
- c) Number of Shares held;
- d) Contact Telephone Number; and
- e) Email Address.

Shareholders can also submit questions during the AGM through the designated channel provided. The Board will arrange for as many of the questions asked to be answered as possible at the AGM.

Changes to arrangements

We are closely monitoring the impact of COVID-19 in the PRC and Hong Kong. Should any changes be made to the AGM arrangements, we will notify Shareholders via an announcement posted on the Company's website (www.fmsh.com) and the website of the Stock Exchange (www.hkexnews.hk).

If Shareholders have any questions relating to the AGM, please contact the H Share Registrar, as follows:

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Save for the above, all information and contents set out in the Circular, the Notice and the Proxy Form, including, among others, the date and time of the AGM, the purposes of the AGM and the resolutions to be considered at the AGM remain unchanged.

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

Shanghai, PRC, 23 May 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.

** For identification purposes only*