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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) will be held at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on Wednesday, 5 July 2023 at 1:30 p.m. for the following purposes:—

1. Special Resolution: “To consider and approve the proposal in relation to the satisfaction of the conditions for the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company”;
2. Special Resolution: “To consider and approve the proposal on the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company” (the following resolutions to be voted item by item);
 - 2.01 Type of securities to be issued;
 - 2.02 Size of the Issuance;
 - 2.03 Par value and issue price;
 - 2.04 Bonds term;
 - 2.05 Bond rate;
 - 2.06 Term and method of principal and interest payment;
 - 2.07 Conversion period;
 - 2.08 Determination and adjustment of the conversion price;

* For identification purpose only

- 2.09 Terms of downward adjustment to conversion price;
 - 2.10 Method for determining the number of A Shares for conversion;
 - 2.11 Terms of redemption;
 - 2.12 Terms of sale back;
 - 2.13 Entitlement to dividend upon conversion;
 - 2.14 Method of the Issuance and target subscribers;
 - 2.15 Subscription arrangement for the existing A Shareholders;
 - 2.16 Relevant matters of the bondholders' meeting;
 - 2.17 Use of proceeds;
 - 2.18 Management and deposit account for proceeds raised;
 - 2.19 Guarantee;
 - 2.20 Rating;
 - 2.21 Validity period of the Issuance plan;
- 3. Special Resolution: "To consider and approve the proposal in relation to the plan of the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company";
 - 4. Special Resolution: "To consider and approve the proposal in relation to the Demonstration and Analysis Report regarding the Plan for the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company";
 - 5. Special Resolution: "To consider and approve the proposal in relation to the feasibility report on the use of proceeds raised from the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company";
 - 6. Special Resolution: "To consider and approve the proposal in relation to the remedial measures and undertakings from related entities in relation to dilutive impact of immediate returns by the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors of the Company";
 - 7. Special Resolution: "To consider and approve the proposal in relation to the formulation of shareholder return program for next three years (years 2023-2025) of the Company";

8. Special Resolution: “To consider and approve the proposal in relation to the formulation of Rules for Meetings of Holders of A Share Convertible Corporate Bond of the Company”;
9. Special Resolution: “To consider and approve the proposal in relation to the report on the use of proceeds previously raised by the Company”;
10. Special Resolution: “To consider and approve the proposal in relation to the Authorisations to the Board and its authorised persons by the Shareholders’ General Meetings to deal with the matters relating to the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors at their absolute discretion”; and
11. Ordinary Resolution: “To consider and approve the proposal in relation to the Connected Transaction in relation to Possible Subscription for A Share Convertible Corporate Bonds by connected persons”.

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

Hong Kong, 12 June 2023

Notes:

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 5 July 2023 shall be entitled to attend the EGM.
2. Any member entitled to attend and vote at the EGM 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 EGM at the Company’s principal place of business in the PRC at Building 4, Lane 127, Guotai Road, Shanghai, the PRC (for holders of A Shares) or the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) as stipulated in the proxy form.
4. For holders of H Shares, the Register of Members of H Shares of the Company will be closed from 29 June 2023 to 5 July 2023 (both dates inclusive) during which period no transfer of H Shares will be registered. To be qualified to attend the EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 28 June 2023.

5. Shareholders or their proxies shall provide their identification documents when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised 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 EGM.
6. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders attending the EGM 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 the circular of the Company date 12 June 2023.

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. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen.

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