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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
EXTRAORDINARY GENERAL MEETING,
H SHAREHOLDERS' CLASS MEETING
AND
A SHAREHOLDERS' CLASS MEETING**

Reference is made to the announcement in relation to the circular (the **"Circular"**), the notice (the **"EGM Notice"**) of the extraordinary general meeting (the **"EGM"**) and the notice (the **"H Shareholders' Class Meeting Notice"**) of H Shareholders' class meeting (the **"H Shareholders' Class Meeting"**), all dated 12 June 2023 of Shanghai Fudan Microelectronics Group Company Limited* (上海復旦微電子集團股份有限公司) (the **"Company"**). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular.

POLL RESULTS OF THE EGM, THE H SHAREHOLDERS' CLASS MEETING AND THE A SHAREHOLDERS' CLASS MEETING

The Board is pleased to announce that all the proposed resolutions were duly passed by poll at the EGM, the H Shareholders' Class Meeting and the A Shareholders' class meeting (the **"A Shareholders' Class Meeting"**) held on 5 July 2023. Shareholders, who are connected person of the Company and also the participants of the Possible Subscription for the A Share Convertible Corporate Bonds (holding an aggregate of 233,497,750 Shares of the Company), have abstained from voting on Resolution 11 in the EGM Notice.

As at the date of the EGM, the Company has a total of 816,656,500 Shares of RMB0.10 each in issue, which was the total number of Shares entitling the Shareholders to attend the EGM. As to Resolutions 1 to 10 in the EGM Notice, the number of Shares entitling the Shareholders to attend and vote on such resolutions at the meeting is 816,656,500 Shares. As to Resolution 11 in the EGM Notice, the number of Shares entitling the shareholders to attend and vote on such resolution at the meeting is 583,158,750 shares. As at the date of the H Shareholders' class meeting, the Company has a total of 284,330,000 H Shares of RMB0.10 each in issue, which was the total number of H Shares entitling the H Shareholders to attend the H Shareholders' Class Meeting. As at the date of the A Shareholders' Class Meeting, the Company has a total of 532,326,500 A Shares of RMB0.10 each in issue, which was the total number of A Shares entitling the A shareholders to attend the A Shareholders' Class Meeting.

Save for the abstention from voting by the relevant Shareholders who are also connected persons as mentioned above, to the best knowledge, information and belief of the Company: (1) there were no Shares entitling the holder to attend and abstain from voting in favor of the resolutions proposed at the EGM and the H Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules; (2) no Shareholder was required under the Listing Rules to abstain from voting on the resolutions proposed at the EGM and the H Shareholders' Class Meeting; and (3) no party has stated any intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM and the H Shareholders' Class Meeting.

BDO Limited was appointed by the Company as scrutineer for vote-taking. Two shareholder representatives and one supervisor of the Company also participated in the vote-tabulation and acted as the scrutineer for vote-taking. Two lawyers from Shanghai Allbright Law Offices, the PRC legal advisor of the Company, witnessed the convening of the meetings, the procedures for holding the meetings and the voting results.

The followings are the poll results of the resolutions passed at the EGM:

Special resolutions		Number of votes (approximately %)			Total votes
		For	Against	Abstained	
1.	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	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.	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	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.02	Size of the Issuance	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.03	Par value and issue price	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.04	Bonds term	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.05	Bond rate	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.06	Term and method of principal and interest payment	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.07	Conversion period	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.08	Determination and adjustment of the conversion price	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.09	Terms of downward adjustment to conversion price	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.10	Method for determining the number of A Shares for conversion	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.11	Terms of redemption	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.12	Terms of sale back	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.13	Entitlement to dividend upon conversion	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.14	Method of the Issuance and target subscribers	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.15	Subscription arrangement for the existing A Shareholders	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.16	Relevant matters of the bondholders' meeting	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656

2.17	Use of proceeds	406,372,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,375,656
2.18	Management and deposit account for proceeds raised	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.19	Guarantee	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.20	Rating	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
2.21	Validity period of the Issuance plan	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
3.	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	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
4.	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	406,501,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,504,656
5.	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	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
6.	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	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
7.	To consider and approve the proposal in relation to the formulation of shareholder return program for next three years (years2023-2025) of the Company	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
8.	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	406,544,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,547,656
9.	To consider and approve the proposal in relation to the report on the use of proceeds previously raised by the Company	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656
10.	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	406,545,656 (98.54%)	6,003,000 (1.46%)	0 (0%)	412,548,656

Ordinary resolution					
11.	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	173,155,906 (96.65%)	6,003,000 (3.35%)	0 (0%)	179,158,906

* The full text of the Resolutions are set out in the EGM Notice and the Circular.

As more than two-thirds of the votes were casted in favour of the special resolutions from No. 1 to No. 10 and more than 50% of the votes were casted in favour of the ordinary resolution No. 11, the above resolutions of the EGM were duly passed as special resolutions and ordinary resolution of the Company respectively.

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

Special resolutions		Number of votes (approximately %)			Total votes
		For	Against	Abstained	
1.	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)				
1.01	Type of securities to be issued	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.02	Size of the Issuance	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.03	Par value and issue price	83,590,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,593,373
1.04	Bonds term	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.05	Bond rate	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.06	Term and method of principal and interest payment	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.07	Conversion period	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.08	Determination and adjustment of the conversion price	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.09	Terms of downward adjustment to conversion price	83,569,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,572,373
1.10	Method for determining the number of A Shares for conversion	83,641,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,644,373
1.11	Terms of redemption	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.12	Terms of sale back	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.13	Entitlement to dividend upon conversion	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.14	Method of the Issuance and target subscribers	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373

1.15	Subscription arrangement for the existing A Shareholders	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.16	Relevant matters of the bondholders' meeting	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.17	Use of proceeds	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.18	Management and deposit account for proceeds raised	83,613,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,616,373
1.19	Guarantee	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.20	Rating	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
1.21	Validity period of the Issuance plan	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
2.	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	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373
3.	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	83,653,373 (93.30%)	6,003,000 (6.70%)	0 (0%)	89,656,373

* The full text of the Resolutions are set out in the H Shareholders' Class Meeting Notice and the Circular.

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

The followings are the poll results of the resolutions passed at the A Shareholders' class meeting:

Special resolutions		Number of votes (approximately %)			Total votes
		For	Against	Abstained	
1.	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)				
1.01	Type of securities to be issued	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.02	Size of the Issuance	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.03	Par value and issue price	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.04	Bonds term	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.05	Bond rate	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.06	Term and method of principal and interest payment	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282

1.07	Conversion period	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.08	Determination and adjustment of the conversion price	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.09	Terms of downward adjustment to conversion price	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.10	Method for determining the number of A Shares for conversion	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.11	Terms of redemption	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.12	Terms of sale back	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.13	Entitlement to dividend upon conversion	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.14	Method of the Issuance and target subscribers	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.15	Subscription arrangement for the existing A Shareholders	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.16	Relevant matters of the bondholders' meeting	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.17	Use of proceeds	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.18	Management and deposit account for proceeds raised	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.19	Guarantee	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.20	Rating	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
1.21	Validity period of the Issuance plan	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
2.	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	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282
3.	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	322,337,282 (100.00%)	0 (0%)	0 (0%)	322,337,282

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

All directors (namely, Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Ms. Cheng Junxia, Ms. Zhang Qianling, Mr. Wu Ping, Ms. Liu Huayan, Mr. Sun Zheng, Mr. Cao Zhongyong, Mr. Cai Minyong, Mr. Wang Pin and Ms. Zou Fuwen) have participated in the EGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting in person or by way of electronic means.

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

Shanghai, the PRC, 6 July 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.

** For identification purposes only*