



**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: 8102)

**Proxy form for Class Meeting of Domestic Shareholders to be held on Wednesday, 18 September 2013**

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ <sup>(note 1)</sup> being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of RMB0.10 each in SHANGHAI FUDAN MICROELECTRONICS GROUP COMPANY LIMITED (the "Company"), hereby appoint <sup>(note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the class meeting of domestic shareholders of the Company ("Class Meeting") to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 18 September 2013 at 11:30 a.m. (or as soon as the Class Meeting of H Shareholders to be convened at the same date and place at 11:00 a.m. shall conclude or adjourn) and any adjournment thereof and to vote at such meeting in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

<b>As Special Resolution</b>		<b>For <sup>(note 4)</sup></b>	<b>Against <sup>(note 4)</sup></b>
1.	<p>(a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the Circular, the proposed transfer of listing (the "Transfer of Listing") of the H Shares from the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to the main board (the "Main Board") of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;</p> <p>(b) the board of directors (the "Board") of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the "Authorization"), including but not limited to:</p> <p>(i) determining the timetable thereof;</p> <p>(ii) making any applications and submissions to the Stock Exchange and (if applicable) any other regulatory or governmental authority(ies) for the Transfer of Listing;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder."</p>		
2.	<p>(a) Subject to the passing of the special resolution number 1 above and the completion of the Transfer of Listing of the Company, the articles of association of the Company as amended with the inclusion therein of the Articles Amendments be hereby adopted as the new Articles of Association of the Company in replacement and revocation of the existing Articles of Association of the Company, effective from the date of completion of the Transfer of Listing and the listing of and commencement of dealings in the H Shares on the Main Board of the Stock Exchange; and the Board of Directors be is hereby authorised to make further amendments to the Articles of Association in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other requirements of the relevant regulatory authorities; and</p> <p>(b) The Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (where applicable, to affix the seal of the Company) as it considers necessary, appropriate or expedient to give effect to the Articles Amendment, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong, and to make further amendments as may be required by any government authorizes in the PRC."</p>		

Signature(s) <sup>(note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_, 2013

\* For identification only

*Notes:*

1. Please insert full name(s) and address(es) in **block capitals**.
2. Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the shares in the Company registered in your name(s).
3. Where the proxy appointed is not the Chairman of the meeting, please cross out “or failing him, the Chairman of the meeting” and fill in name(s) and address(es) of the proxy in the space provided. **Each shareholder is entitled to appoint one or more than one proxy to attend and vote at the Class Meeting on his behalf. The proxy needs not be a member of the Company.**
4. **Important:** if you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick any box will entitle your proxy to cast your vote at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing (in this case, the power of attorney must be notarially certified) or, in the case of a corporation or institution, either under the seal or under the hand of any director or attorney duly authorised in writing.
6. To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority (if applicable), must be deposited at the Company’s registered office at No. 220 Handan Road, Shanghai, the People’s Republic of China or principal place of business in Hong Kong at Flat 6, 5/F., East Ocean Centre, 98 Granville Road, Kowloon, Hong Kong not less than 24 hours before the time appointed for the holding of the Class Meeting.
7. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.