



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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We (note 1) _____
of _____ (note 1)
being the registered holder(s) of (note 2) _____ shares
of RMB0.10 each in SHANGHAI FUDAN MICROELECTRONICS GROUP COMPANY LIMITED (the "Company"),
hereby appoint (note 3) _____
of _____

or failing him, the Chairman of the meeting as my/our proxy to attend and act for me/us at the extraordinary general meeting (the "EGM") to be held at Conference Room, Building 4, Fudan National University Science and Technology Park, 127 Guotai Road, Shanghai, the People's Republic of China on 18 June 2024 at 1:30 p.m. 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.

As Ordinary Resolution		For (note 4)	Against (note 4)
1.	(i) To consider and approve and confirm the New Cooperation Agreement and the transactions contemplated thereunder and any other accompanying documents, (ii) to consider and approve and confirm the 2025-2027 Annual Caps of the transactions contemplated under the New Cooperation Agreement and to revise the 2024 Annual Cap of the transactions contemplated under the Old Cooperation Agreement and the New Cooperation Agreement, and (iii) to consider and authorize any Director on behalf of the Company to give effect to the New Cooperation Agreement and the transactions contemplated thereunder or to do such acts and things as the Director in his/her discretion may consider appropriate, necessary or desirable to implement, and sign or seal to execute any agreement, deed, written form and other documents or to make relevant arrangements, under the circumstances in the interests of the Company and its shareholders as a whole, to approve and make the relevant insignificant adverse change, revise, supplement or waive insignificant issues		
As Special Resolutions		For (note 4)	Against (note 4)
2.	To consider and approve the proposal in relation to the extension of the validity period of the resolution in respect of the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors		
3.	To consider and approve the proposal in relation to the extension of Authorisations to the Board and its authorised persons to deal with the matters relating to the Issuance of A Share Convertible Corporate Bonds to Non-Specific Investors at their absolute discretion		
As Ordinary Resolution		For (note 4)	Against (note 4)
4.	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		

Signature(s) (note 5): _____ Date: _____ 2024

* For identification purpose 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 EGM on his behalf. The proxy needs not be a shareholder of the Company.**
4. **Important:** if you wish to vote for the resolution, tick in the box marked “For”. If you wish to vote against the 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 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).
7. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.
8. 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.
9. Further details of the above resolutions are set out in the circular of the Company dated 9 May 2024.