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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 9 May 2024 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 announces that except the special resolutions No.1 and No.2 were not duly passed at the H Shareholders' Class Meeting, all the other 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 18 June 2024. Shareholders, who are connected person of the Company to consider and approve and confirm the New Cooperation Agreement and the transactions contemplated thereunder and the Annual Caps (holding an aggregate of 117,352,546 Shares of the Company), have abstained from voting on Resolution 1 in the EGM Notice. 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 233,912,296 Shares of the Company), have abstained from voting on Resolution 4 in the EGM Notice.

As at the date of the EGM, the Company has a total of 819,060,400 Shares of RMB0.10 each in issue, which was the total number of Shares entitling the Shareholders to attend the EGM. As to Resolutions 2 to 3 in the EGM Notice, the number of Shares entitling the Shareholders to attend and vote on such resolutions at the meeting is 819,060,400 Shares. As to Resolution 1 in the EGM Notice, the number of Shares entitling the shareholders to attend and vote on such resolution at the meeting is 701,707,854 shares. As to Resolution 4 in the EGM Notice, the number of Shares entitling the shareholders to attend and vote on such resolution at the meeting is 585,148,104 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 534,730,400 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:

Ordinary resolution		Number of votes (approximately %)			Total votes
		For	Against	Abstained	
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	237,420,406 (88.28%)	31,525,017 (11.72%)	0 (0%)	268,945,423
Special resolutions					
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	342,866,597 (88.77%)	43,388,372 (11.23%)	0 (0%)	386,254,969
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	321,290,203 (83.18%)	43,388,372 (11.23%)	21,586,394 (5.59%)	386,264,969

Ordinary resolution					
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	87,377,907 (57.35%)	43,388,372 (28.48%)	21,586,394 (14.17%)	152,352,673

* 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. 2 to No. 3 and more than 50% of the votes were casted in favour of the ordinary resolution No. 1 and No.4, 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 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	40,050,359 (47.35%)	44,525,895 (52.65%)	0 (0%)	84,576,254
2.	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	38,407,359 (46.31%)	44,525,895 (53.69%)	0 (0%)	82,933,254

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

As the special resolution No.1 and No.2 were not cast in favour of by more than two-thirds of shareholders attending the H Shareholders' Class Meeting and votes represented by them, the special resolution No.1 and No.2 of the H Shareholders' Class Meeting were not 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 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	305,300,238 (99.99%)	10,477 (0.01%)	0 (0%)	305,310,715
2.	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	283,713,844 (92.92%)	10,477 (0.01%)	21,586,394 (7.07%)	305,310,715

As more than two-thirds of the votes were casted in favour of the special resolutions from No. 1 to No. 2, 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. Zhang Qianling, 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, 19 June 2024

As at the date of this announcement, the Company's executive Directors are Mr. Jiang Guoxing, Mr. Shi Lei and Mr. Yu Jun; non-executive Directors are Ms. Zhang Qianling 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*