

上海复旦微电子集团股份有限公司 2023年第一次临时股东大会、2023年第一次A股类别股东大会、2023年第一次H股类别股东大会决议公告

A股证券代码:688385 证券简称:复旦微电 公告编号:2023-038 港股证券代码:01385 证券简称:上海复旦

本公司董事会及全体董事保证公告内容不存在任何虚假记载、误导性陈述或者重大遗漏,并对其内容的真实性、准确性和完整性依法承担法律责任。

重要内容提示:

- 本次会议是否有被否决议案:无
一、会议召开和出席情况
(一) 股东大会召开的时间:2023年7月5日
(二) 股东大会召开的地点:上海国泰路 127 号复旦大学科技园4号楼会议室
(三) 出席会议的普通股股东、特别决议股东、恢复表决权的优先股股东及其持有表决权数量的情况:

Table with 4 columns: Shareholder Type, Shareholder Name, Shares, Percentage, and Voting Status. Includes categories like 出席本次会议的境内自然人, 出席本次会议的境外自然人, etc.

表决方式是否符合《公司法》及公司章程的规定,大会主持情况等。会议采取现场投票和网络投票相结合的表决方式,表决程序符合《公司法》、《证券法》和《上海复旦微电子集团股份有限公司章程》的规定。

- (五) 公司董事、监事和董事会秘书的出席情况
1、公司在任董事12人,出席12人;
2、公司在任监事3人,出席3人;
3、董事会秘书的出席情况;其他高管的列席情况;董事会秘书方静女士出席情况;全体高管列席会议。

二、议案审议情况

(一) 非累积投票议案

1、议案名称:《关于公司符合向不特定对象发行A股可转换公司债券条件的议案》
审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the first proposal.

2.逐项表决议案2.《关于公司向不特定对象发行A股可转换公司债券方案的议案》

2.01议案名称:发行证券的种类

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the second proposal.

2.02议案名称:发行规模

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the third proposal.

2.03议案名称:票面金额和发行价格

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fourth proposal.

2.04议案名称:债券期限

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fifth proposal.

2.05议案名称:债券利率

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the sixth proposal.

2.06议案名称:还本付息的期限和方式

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the seventh proposal.

2.07议案名称:转股期限

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eighth proposal.

2.08议案名称:转股价格的确定及其调整

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the ninth proposal.

2.09议案名称:转股价格向下修正条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the tenth proposal.

2.10议案名称:转股股数的确定方式

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eleventh proposal.

2.11议案名称:赎回条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twelfth proposal.

2.12议案名称:回售条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the thirteenth proposal.

2.13议案名称:转股后有关权利的归属

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fourteenth proposal.

2.14议案名称:发行方式及发行对象

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fifteenth proposal.

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the sixteenth proposal.

2.17议案名称:本次募集资金用途

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the seventeenth proposal.

2.18议案名称:募集资金管理及存放账户

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eighteenth proposal.

2.19议案名称:担保事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the nineteenth proposal.

2.20议案名称:评级事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twentieth proposal.

2.21议案名称:本次发行方案的有效期限

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-first proposal.

3、议案名称:《关于公司向不特定对象发行A股可转换公司债券预案的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-second proposal.

议案名称:《关于公司向不特定对象发行A股可转换公司债券方案的论证分析报告的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-third proposal.

5、议案名称:《关于公司向不特定对象发行A股可转换公司债券募集资金使用可行性分析报告的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-fourth proposal.

6、议案名称:《关于公司向不特定对象发行A股可转换公司债券摊薄即期回报、采取填补措施及相关主体承诺的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-fifth proposal.

7、议案名称:《关于公司未来三年(2023-2025年)股东分红回报规划的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-sixth proposal.

8、议案名称:《关于上海复旦微电子集团股份有限公司A股可转换公司债券持有人会议规则的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-seventh proposal.

9、议案名称:《关于公司前次募集资金使用情况报告的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-eighth proposal.

10、议案名称:《关于提请股东大会授权董事会及其授权人士全权办理本次向不特定对象发行A股可转换公司债券具体事宜的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twenty-ninth proposal.

11、议案名称:《关于公司主要股东、董事及监事及其联系人可能参与认购本次向不特定对象发行A股可转换公司债券优先配售的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the thirtieth proposal.

(二) 涉及重大事项,应说明%以下股东的表决情况

Table with 5 columns: Proposal No., Proposal Name, Shareholder Type, Shares, Percentage, and Voting Status. Detailed breakdown of voting results for various proposals.

(三) 2023年第一次A股类别股东大会

逐项表决议案1.《关于公司向不特定对象发行A股可转换公司债券方案的议案》

1.01议案名称:发行证券的种类

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the first proposal.

1.02议案名称:发行规模

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the second proposal.

1.03议案名称:票面金额和发行价格

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the third proposal.

1.04议案名称:债券期限

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fourth proposal.

1.05议案名称:债券利率

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fifth proposal.

1.06议案名称:还本付息的期限和方式

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the sixth proposal.

1.07议案名称:转股期限

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the seventh proposal.

1.08议案名称:转股价格的确定及其调整

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eighth proposal.

1.09议案名称:转股价格向下修正条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the ninth proposal.

1.10议案名称:转股股数的确定方式

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the tenth proposal.

1.11议案名称:赎回条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eleventh proposal.

1.12议案名称:回售条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twelfth proposal.

1.13议案名称:转股后有关权利的归属

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the thirteenth proposal.

1.14议案名称:发行方式及发行对象

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fourteenth proposal.

1.15议案名称:向原有A股股东配售的安排

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fifteenth proposal.

1.16议案名称:债券持有人会议相关事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the sixteenth proposal.

1.17议案名称:本次募集资金用途

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the seventeenth proposal.

1.18议案名称:募集资金管理及存放账户

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eighteenth proposal.

1.19议案名称:担保事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the nineteenth proposal.

1.20议案名称:评级事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twentieth proposal.

1.03议案名称:票面金额和发行价格
审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the first proposal.

1.04议案名称:债券期限

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the second proposal.

1.05议案名称:债券利率

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the third proposal.

1.06议案名称:还本付息的期限和方式

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fourth proposal.

1.07议案名称:转股期限

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fifth proposal.

1.08议案名称:转股价格的确定及其调整

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the sixth proposal.

1.09议案名称:转股价格向下修正条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the seventh proposal.

1.10议案名称:转股股数的确定方式

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eighth proposal.

1.11议案名称:赎回条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the ninth proposal.

1.12议案名称:回售条款

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the tenth proposal.

1.13议案名称:转股后有关权利的归属

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eleventh proposal.

1.14议案名称:发行方式及发行对象

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the twelfth proposal.

1.15议案名称:向原有A股股东配售的安排

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the thirteenth proposal.

1.16议案名称:债券持有人会议相关事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fourteenth proposal.

1.17议案名称:本次募集资金用途

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the fifteenth proposal.

1.18议案名称:募集资金管理及存放账户

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the sixteenth proposal.

1.19议案名称:担保事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the seventeenth proposal.

1.20议案名称:评级事项

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the eighteenth proposal.

2、议案名称:《关于公司向不特定对象发行A股可转换公司债券预案的议案》

审议结果:通过
表决情况:

Table with 4 columns: Shareholder Type, Shares, Percentage, and Voting Status. Summary of voting results for the nineteenth proposal.

(五) 关于议案表决的有关情况说明

- 1、特别决议议案:议案1至议案10,特别决议议案均已获得出席本次会议股东及委托代理人所持有效表决权股份总数三分之二以上通过。
2、对中小投资者单独计票的议案:议案11,均获得通过
3、涉及关联股东回避表决的议案:议案 11
应回避表决的关联股东名称:上海复旦复控科技产业控股有限公司、上海复旦芯高集成电路技术有限公司、魏国兴先生、施雷先生、上海圣肇企业管理咨询有限公司(有限合伙)及上海煜肇企业管理咨询有限公司(有限合伙)
三、律师见证情况
1、本次股东大会见证的律师事务所:上海市锦天城律师事务所律师
律师:楼春略、钟钊
2、律师见证结论意见:
本次股东大会的召集、召开程序符合相关法律法规及《公司章程》的规定;出席本次股东大会人员的资格合法、有效;本次股东大会的表决程序、表决结果合法、有效。
特此公告。