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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: 8102)

## **NOTICE OF BOARD OF DIRECTORS' MEETING**

The board of directors (the "Board") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") hereby announces that a meeting of the Board will be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on 21 March 2012 at 2:00 p.m. for the following purposes:

- (1) To consider, and if thought fit, to approve the audited consolidated accounts of the Company and its subsidiaries for the year ended 31 December 2011 and to approve the draft announcement of the final results to be published on the websites of the GEM and the Company;
- (2) To consider the payment of final dividends, if any;
- (3) To consider the closure of the Register of Members, if necessary;
- (4) To convene the annual general meeting of the Company; and
- (5) To transact any other business.

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

Shanghai, the PRC, 2 March 2012

As at the date of this announcement, the Company's executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Ms. Cheng Junxia and Mr. Wang Su; non-executive directors are Ms. Zhang Qianling, Mr. He Lixing and Mr. Shen Xiaozu and independent non-executive directors are Mr. Cheung Wing Keung, Mr. Guo Li and Mr. Chen Baoying.

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and publish on the Company's website at [www.fmsh.com](http://www.fmsh.com).*

\* For identification only