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This announcement, for which the directors (the "Directors") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.



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)

**CLOSURE OF REGISTER OF MEMBERS
AND
ANNOUNCEMENT IN RELATION TO
PROPOSED FINAL DIVIDEND
FOR THE YEAR ENDED 31 DECEMBER 2011**

Reference is made to the results announcement for the year ended 31 December 2011 published by Shanghai Fudan Microelectronics Group Company Limited (the "Company") on 21 March 2012 and the proposed final dividend for the year ended 31 December 2011 (the "2011 Final Dividend").

Closure of Register of Members

Notice is hereby given that the Register of Members of the Company will be closed from 1 June 2012 to 4 June 2012 (both dates inclusive) during which period no transfer of shares will be registered. To qualify for the attendance of the forthcoming Company's annual general meeting and/or the proposed 2011 Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited (the "H Share Registrar"), 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:00 p.m. on 31 May 2012. The proposed 2011 Final Dividend will be paid on 6 July 2012 to the shareholders whose names appear on the Company's Register of Members as at 1 June 2012 (the "Record Date").

Withholding of Corporate Income Tax for Non-Resident Corporate Shareholders

According to the Law on Corporation Income Tax of the People's Republic of China (the "PRC") and the relevant implementing rules, the Company is required to withhold corporate income tax at the rate of 10% before distributing the 2011 Final Dividend to non-resident enterprise shareholders as appearing on the H share register of members of the Company (the "H Share Register") on the Record Date. Any H shares registered in the name of non-individual shareholders, including HKSCC Nominees limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore, the Company will pay the 2011 Final Dividend after deducting the 10% withholding corporate income tax.

The 10% corporate income tax will not be withheld by the Company from the 2011 Final Dividend payable to any natural person shareholders whose names appear on the H Share Register on the Record Date.

When the Company distributes 2011 Final Dividend to resident enterprise shareholders of H shares listed on the H Share Register on the Record Date, if legal opinion is provided by the resident enterprise shareholders within the specified time and confirmed by the Company, no enterprise income tax will be withheld. If any resident enterprise (as defined in the Enterprise Income Tax Law) listed on the H Share Register which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not wish to have any enterprise income tax as aforesaid to be withheld by the Company, it should submit a legal opinion issued by a PRC qualified lawyer (inscribed with the seal of the applicable law firm) that establishes its resident enterprise status to the H Share Registrar no later than 4:00 p.m. on 31 May 2012.

Any natural person investor whose H shares are registered under the name of any such non-individual shareholders and who does not wish to have any corporate income tax to be withheld by the Company may consider transferring the legal title of the relevant H shares into his or her name and lodge all transfer documents with the relevant H share certificates with the H Share Registrar for registration no later than 4:00 p.m. on 31 May 2012.

Calculation of Dividend for H Shares

The proposed 2011 Final Dividend to be distributed to the holders of the Company's H shares is calculated in Renminbi ("RMB") and will be paid in Hong Kong dollars. Upon approved by shareholders on the forthcoming annual general meeting, dividend of H shares will be based on the average closing exchange rate of RMB against Hong Kong dollars as quoted by the People's Bank of China for the one calendar week preceding the date of declaration of dividend, and exchange rate so adopted and dividend in Hong Kong dollars equivalent will be further announced.

Shareholders of the Company and investors should read this announcement carefully.

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

Shanghai, the PRC, 23 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 on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.fmsh.com.

** For identification purposes only*