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*This announcement, for which the directors (the "Directors") of the 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 (the "GEM") of the Stock Exchange (the "GEM Listing Rules") 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)

## **PROFIT WARNING**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that, based on its preliminary review of the unaudited management accounts of the Group, it is expected that the Group will record a significant decrease in its unaudited profit attributable to owners of the parent for the three months ended 31 March 2012 when compared with the unaudited profit attributable to owners of the parent in the corresponding period in 2011.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

The board (the "Board") of directors (the "Directors") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") wishes to inform the shareholders of the Company and potential investors that, based on its preliminary review of the unaudited management accounts of the Company and its subsidiaries (the "Group"), it is expected that the Group will record a significant decrease in its unaudited profit attributable to owners of the parent for the three months ended 31 March 2012 when compared with the unaudited profit attributable to owners of the parent in the corresponding period in 2011.

The main reasons for the decrease in profit during the first quarter of 2012 are: (i) increase in application of resources for the research and development of marketing products; (ii) slow in sales of electronic consumer IC cards due to changes in policies; and (iii) in the last corresponding period, there were specified regional projects of citizen cards and resident cards launched into the market simultaneously.

This profit warning announcement is only based on the Board's preliminary review of the unaudited management accounts of the Group for the three months ended 31 March 2012, which have not been reviewed by the audit committee of the Company and may be subject to adjustments. The Group's first quarterly results for the three months ended 31 March 2012 will be announced on 8 May 2012.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

On behalf of the Board  
**Shanghai Fudan Microelectronics Group Company Limited\***  
**Jiang Guoxing**  
Chairman

Shanghai, the PRC, 20 April 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 on the "Latest Company announcements" page for at least 7 days from the day of its posting and publish on the Company's website at [www.fmsh.com](http://www.fmsh.com).*

*\* For identification purpose only*