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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement published by Shanghai Fudan Microelectronics Group Company Limited (the "Company") on 23 April 2012 regarding Revision of Annual Caps for the Existing Continuing Connected Transactions and Continuing Connected Transactions in relation to Cooperation Agreement for GPS IC Chips (the "Announcement"). Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

The Board wishes to clarify that:

1. The revised No. 1 Agreement was entered into on 23 April 2012 and the cooperation period will commence from the date of agreement to 31 December 2014. The profit sharing remains unchanged and is based on the costs of research and development incurred by both parties and is payable within 90 days upon realisation of product sales;
2. The revised No. 2 Agreement was entered into on 23 April 2012 and the cooperation period will commence from the date of agreement to 31 December 2014. In accordance with the original agreement, the Company will be responsible for product sales and will purchase finished goods from Fukong Hualong at a 50% profit sharing basis and payments will be settled within 90 days after purchases that is the normal credit term offered to the Company by its general suppliers;
3. The R&D Income of the project mode under the No. 3 Agreement will be paid within a month after the Company received the government grant and the relevant project node has been duly completed; and
4. The sales of the product sales mode under the No. 3 Agreement will be settled within 90 days after realization of sales revenue that is the normal credit term offered by the Company to its general customers.

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

Shanghai, the PRC, 30 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 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*