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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)

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Lin Fujiang has been appointed as an independent non-executive director of the Company with effect from 24 December 2012 in order to comply with rule 5.05A of the GEM Listing Rules.

The Board of Directors (the "Board") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") is pleased to announce that Mr. Lin Fujiang ("Professor Lin") has been appointed as an independent non-executive director of the Company with effect from 24 December 2012 in order to comply with rule 5.05A of the GEM Listing Rules.

Professor Lin, aged 54, is currently a professor of the School of Information Science and Technology and a doctoral supervisor of the Department of Electronics Science and Technology of the University of Science and Technology of China (the "USTC"). He graduated with degrees of Bachelor and Master in electronic engineering and technology from the USTC and a Doctorate degree in electrical and electronic engineering from the University of Kassel, Germany. Professor Lin was one of the National "Thousand Talent" Professors in 2010 and has been engaged for a long time in the multidisciplinary research of microwave and microelectronics, especially with a series of achievements in advanced radio frequency semi-conductors and circuits integration modeling and simulation, and is a renowned practical radio frequency modeling expert. He has presented more than a hundred scholarly essays in subscriptions, magazines and conferences and holds several intellectual rights in electronic technology jointly with various famous scholars, and is a well-known scholar in electronics science and technology. Professor Lin did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years.

The Company has entered into an independent non-executive director service contract with Professor Lin with effect from 24 December 2012 and will expire at the conclusion of the next annual general meeting of the Company which is expected to be held in May 2013. He is subject to re-election at the first annual general meeting right after his appointment and rotation and eligible for re-election at least once every three years at the annual general meeting in accordance with the provisions of the articles of association of the Company. Professor Lin will not receive directors' remuneration but is entitled to receive travelling allowance of RMB3,000 per month. The director's remuneration of Professor Lin is determined by the remuneration committee of the Company with reference to other independent non-executive directors of the Company.

As at the date of this announcement, Professor Lin has no personal interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance). Professor Lin does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholder of the Company. He does not hold any other positions in the Company or any members of the Company's group.

Save as disclosed above, there is no other information relating to the appointment of Professor Lin as an independent non-executive director of the Company that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Professor Lin for joining the Board.

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

Shanghai, the PRC, 24 December 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, Mr. Chen Baoying and Mr. Lin Fujiang.

*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*