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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Shanghai Fudan Microelectronics Group Company Limited** (the “Company”), you should at once had this circular and the accompanying confirmation slip and form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR  
RENEWAL OF GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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This circular, for which the directors (the “Directors”) of 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 (the “GEM”) 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 circular 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 circular misleading.

This circular 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).

28 March 2013

\* For identification purpose only

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## CONTENTS

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	<i>Page</i>	
<b>DEFINITIONS</b> .....	1-2	
 <b>LETTER FROM THE BOARD</b>		
Introduction .....	3	
Renewal of General Mandate to issue Shares .....	3-4	
Re-election of Directors .....	4	
AGM .....	4	
Final Dividend and Closure of Register of Members .....	4-5	
Recommendation .....	5	
 <b>APPENDIX 1 – THE BIOGRAPHICAL DETAILS OF DIRECTORS                     PROPOSED TO BE RE-ELECTED</b> .....		6-8
<b>APPENDIX 2 – NOTICE OF ANNUAL GENERAL MEETING</b> .....	9-11	

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## DEFINITIONS

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“AGM”	the annual general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on 31 May 2013 at 10:00 a.m.
“Article(s)”	the articles of association of the Company
“Board”	the board of Directors
“Company”	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 PRC and whose H shares are listed on GEM
“Directors”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB 0.10 each in the capital of the Company which are subscribed for in Renminbi
“Final Dividend”	the proposed final dividend of RMB8 cents per Share for the year ended 31 December 2012
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as may be amended, modified or supplemented from time to time
“General Mandate”	the proposed general mandate to be granted to the Directors at the AGM to permit the allotment and issue of new Shares in the Company of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“H Share(s)”	foreign invested share(s) of nominal value of RMB 0.10 each in the capital of the Company which are listed on GEM and subscribed for in HK dollars
“Latest Practicable Date”	25 March 2013 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“Share(s)”	Domestic Shares and H Shares

\* For identification purpose only

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## DEFINITIONS

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“Shareholder(s)”	registered Domestic Shareholders and H Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	Percent

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Jiang Guoxing (*Chairman*)  
Mr. Shi Lei (*Managing Director*)  
Mr. Yu Jun (*Deputy Managing Director*)  
Ms. Cheng Junxia  
Mr. Wang Su

*Non-executive Directors:*

Ms. Zhang Qianling  
Mr. He Lixing  
Mr. Shen Xiaozu

*Independent non-executive Directors:*

Mr. Cheung Wing Keung  
Mr. Guo Li  
Mr. Chen Baoying  
Mr. Lin Fujiang

*Registered Office:*

No.220 Handan Road  
Shanghai  
The PRC

*Principal Place of Business:*

In the PRC:  
Building 4, Lane 127, Guotai Road  
Shanghai, the PRC

*In Hong Kong:*

Flat 6, 5/F., East Ocean Centre  
98 Granville Road  
Tsimshatsui East  
Kowloon  
Hong Kong

Dear Sir or Madam:

**PROPOSALS FOR  
RENEWAL OF GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with further information regarding the resolutions to be proposed at the forthcoming AGM: (i) to renew the General Mandate to issue Shares; (ii) to re-elect retiring Directors; and (iii) to give you notice of AGM.

#### A. RENEWAL OF GENERAL MANDATE TO ISSUE SHARES

A general mandate was given by the Shareholders in the last annual general meeting of the Company being held on 25 May 2012 to the Directors to exercise the powers of the Company to issue Shares, and thereafter, such mandate has not been renewed. In accordance with conditions of the general mandate

\* For identification purpose only

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## LETTER FROM THE BOARD

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granted, such mandate will be lapsed at the conclusion of the forthcoming AGM. A special resolution will be proposed by the Directors at the forthcoming AGM for the Shareholders' approval to renew general mandate to the Directors to exercise the powers of the Company to issue Shares.

### **B. RE-ELECTION OF DIRECTORS**

In accordance with article 87 of the Articles, Mr. Wang Su, Mr. He Lixing, Mr. Shen Xiaozu, Mr. Cheung Wing Keung, and Mr. Lin Fujiang will retire by rotation at the conclusion of the forthcoming AGM and being eligible, offer themselves for re-election.

The biographical details of the aforesaid retiring Directors proposed to be re-elected are set out in Appendix 1 to this circular. An ordinary resolution approving their re-elections will be proposed at the forthcoming AGM.

Mr. Cheung has been an independent non-executive Director since May 2004 and serving the Company for 9 years. In the process of assessing his independence, all the factors referred to in the GEM Listing Rules 5.09 (1) to (8) have been confirmed by Mr. Cheung and the Board believes that he would continue to be independent. During his services as an independent non-executive Director, Mr. Cheung has been a member of the audit committee, nomination committee and remuneration committee respectively but has no participation in the daily affairs and management of the Group. He has been providing the Board with valuable recommendations in relation to accounting policies, internal control and risk management. As a member and Chairman of the audit committee, Mr. Cheung, who holds a relevant professional accounting qualification, has the primarily responsibility to review and monitor the process of financial reporting and acted as a key and independent communication channel with the external auditors. In addition, Mr. Cheung is highly familiar with the Group's business which is quite unique and rare in both the PRC and Hong Kong. The Board believes that Mr. Cheung should be re-elected to continue his role to provide independent and balanced assessments and maintain a high level of compliance in financial reporting and mandatory regulations and also to secure the interests of Shareholders. Pursuant to code provision A4.3 of the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules, the re-election as an independent non-executive Director is subject to the approval by a separate resolution at the AGM.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which made recommendation to the Board that the re-elections be proposed for Shareholders' approval at the AGM.

### **C. AGM**

A notice convening the AGM is set out in Appendix 2 to this circular.

Pursuant to the GEM Listing Rules and in accordance with Article 66, all of the resolutions set out in the notice of AGM will be voted by poll.

### **D. FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

The Board has recommended the payment of Final Dividend which is subject to the passing of resolution in the AGM and will be paid on 12 July 2013.

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## LETTER FROM THE BOARD

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### **For AGM**

Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 1 May 2013 shall be entitled to attend the AGM. To be qualified to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:00 p.m. on 30 April 2013.

For the purpose of AGM, the Register of Members of the Company will be closed from 1 May 2013 to 31 May 2013 (both days inclusive) and during which no transfer of H shares will be effected.

### **For Final Dividend**

Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 6 June 2013 shall be entitled to the Final Dividend. To be qualified to the 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, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:00 p.m. on 5 June 2013.

For the purpose of the Final Dividend, the Register of Members of the Company will be closed from 6 June 2013 to 7 June 2013 (both days inclusive) and during which no transfer of H shares will be effected.

### **RECOMMENDATION**

The Directors consider that the proposals for renewal of the General Mandate and re-election of retiring Directors are in the best interests of the Company and its shareholders and, accordingly, recommend that all Shareholders to vote in favour of the above proposed resolutions in the AGM.

No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

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

Shanghai, the PRC, 28 March 2013

\* For identification purpose only



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## APPENDIX 1 THE BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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At the AGM, an ordinary resolution to re-elect the following Directors will be proposed. In compliance with Rule 17.50(2) of the GEM Listing Rules, details of the relevant Directors are as follows:

**Mr. Wang Su (“Mr. Wang”)**, aged 59, is the executive Director, he joined the Company in July 1998, is an accountant. He is the financial controller and a member respectively of the nomination committee and remuneration committee of the Company, and a director respectively of the Company’s subsidiaries namely, Shenzhen Fudan Microelectronics Company Limited, Shanghai Fudan Microelectronics (HK) Limited, Sino IC Technology Co., Ltd. and Shanghai Fukong Hualong Micro-system Technology Co., Ltd. He is also a director of Shanghai Commerce and Invest (Group) Corporation (“SCI”) and was previously its fund manager as well as the deputy manager of the Finance Department and the financial controller of Shanghai Pacific Commercial Trust Company Limited.

At the Latest Practicable Date, Mr. Wang holds an interest of 7,211,530 Domestic Shares (within the meaning of Part XV of the Securities and Futures Ordinance) and the shares are held in name of Staff Shareholding Association of the Company (“SSAC”) (representing approximately 1.16% of the issued share capital of the Company.)

Mr. Wang entered into a service contract with the Company to act as an executive director of the Company with effect from 19 July 2012 for a term of 3 years and shall continue thereafter unless and until terminated in accordance with the terms of his service contract or by either party giving to the other not less than 3 calendar months’ prior notice in writing. Pursuant to the service contract, Mr. Wang is entitled to receive a fixed director’s remuneration of RMB600,000 per annum that excludes bonus which is payable or other benefits which may be granted in accordance with the Company’s business performance and at the discretion of the Company. Mr. Wang’s remuneration is determined by reference to his qualifications, experience and work performance as well as market benchmarks.

**Mr. He Lixing, (“Mr. He”)**, aged 78, is the non-executive Director, he joined the Company in July 1998, is a senior economist. He was previously the chief economist of SCI and director of the Finance Department of the Finance and Trade Office of the Shanghai Municipal Government.

At the Latest Practicable Date, Mr. He holds an interest of 1,442,300 Domestic Shares (within the meaning of Part XV of the Securities and Futures Ordinance) and the shares are held in name of SSAC (representing approximately 0.23% of the issued share capital of the Company.)

Mr. He entered into a service contract with the Company to act as non-executive director of the Company with effect from 19 July 2012 for a term of 3 years and shall continue thereafter unless and until terminated in accordance with the terms of his service contract or by either party giving to the other not less than 3 calendar months’ prior notice in writing. Mr. He does not receive any directors’ remuneration and allowances.

**Mr. Shen Xiaozu (“Mr. Shen”)**, aged 63, is the non-executive Director and is a senior economist. He joined the Company in July 1998 and was previously the assistant to the general manager of SCI, the deputy general manager Shanghai Xinlian Real Estate Company, the deputy general manager of Shanghai General Electric Machinery Corporation and the headmaster of Shanghai Mechanical Engineering Industrial College.

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## APPENDIX 1 THE BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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At the Latest Practicable Date, Mr. Shen had a personal interest in 1,442,300 Domestic Shares (within the meaning of Part XV of the Securities and Futures Ordinance) which is held in name of SSAC (representing approximately 0.23% of the issue share capital of the Company.)

Mr. Shen entered into a service contract with the Company to act as non-executive director of the Company with effect from 19 July 2012 for a term of 3 years and shall continue thereafter unless and until terminated in accordance with the terms of his service contract or by either party giving to the other not less than 3 calendar months' prior notice in writing. Mr. Shen does not receive any directors' remuneration and allowances.

**Mr. Cheung Wing Keung, ("Mr. Cheung")**, aged 48, is the independent non-executive Director. He joined the Company in May 2004 and is also the Chairman of the audit committee, the remuneration committee and nomination committee of the Company. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has over 20 years working experience in auditing, accounting, corporate management and consultancy. He has worked in accounting firms and the Hong Kong Inland Revenue Department and has held senior positions in certain Hong Kong's private group companies.

At the Latest Practicable Date, Mr. Cheung had no personal interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Cheung entered into a service contract with the Company to act as an independent non-executive director of the Company with effect from 25 May 2012 for a period of one year and expires at the conclusion of the forthcoming AGM. Pursuant to the service contract, Mr. Cheung is entitled to receive an annual fee of HK\$80,000.

Upon the approval of the ordinary resolution at the forthcoming AGM for his re-election, the Company will enter into an independent non-executive director service contract with Mr. Cheung for a period effective from 31 May 2013 and expires at the next annual general meeting of the Company to be held in May 2014, and Mr. Cheung will be entitled to receive an annual fee of HK\$80,000. Mr. Cheung's remuneration is determined by reference to his qualifications, experience and work performance as well as the remuneration of other listed companies.

**Mr. Lin Fujiang, ("Professor Lin")**, aged 54, is the independent non-executive Director and 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.

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## APPENDIX 1 THE BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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At the Latest Practicable Date, Professor Lin had no personal interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Professor Lin entered into a service contract with the Company to act as an independent non-executive director of the Company with effect from 24 December 2012 for a period of one year and expires at the conclusion of the forthcoming AGM. Pursuant to the service contract, Professor Lin is entitled to receive a travelling allowance of RMB3,000 per month. Upon the approval of the ordinary resolution at the forthcoming AGM for his re-election, the Company will enter into an independent non-executive director service contract with Professor Lin for a period of one year with effect from 31 May 2013 and expires at the next annual general meeting of the Company, and Professor Lin will be entitled to receive a travelling allowance of RMB3,000 per month. Professor Lin's remuneration is determined by reference to his qualifications, experience and work performance as well as the remuneration of other independent non-executive directors of the Company.

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Board, the Directors confirmed that:

1. All the above Directors do not have any relationship with any Directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company;
2. All the above Directors does not hold any positions in the Company or any members of the Company; and
3. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders. Nor is there any information regarding the above directors required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.



# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on 31 May 2013 at 10:00 a.m. for the following purposes:–

### ORDINARY RESOLUTION

1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2012;
2. To re-elect directors and to authorise the board of directors (“Board”) to fix their remuneration;
3. To approve the payment of a final dividend for the year ended 31 December 2012;
4. To appoint auditors and to authorise the Board to fix their remuneration;

To consider, if thought fit, pass with or without amendments, the following special resolutions:

### SPECIAL RESOLUTION

5. **“THAT:**
  - (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Board during the Relevant Period (as defined in paragraph (f) below) of all the powers of the Company separately or concurrently to allot, issue and deal with the domestic invested shares of RMB0.10 each in the share capital of the Company (“Domestic Shares”) and/or the foreign invested shares of RMB0.10 each in the share capital of the Company (“H Shares”) be and is hereby approved;
  - (b) the approval in paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Domestic Shares and/or H Shares to be allotted and issued either during or after the end of the Relevant Period;

\* For identification purpose only

- (c) the aggregate nominal value of Domestic Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the Domestic Shares then in issue at the date of the passing of this resolution;
- (d) the aggregate nominal value of H Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the H Shares then in issue at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be conditional upon the approval of the relevant PRC regulatory authorities being obtained by the Company;
- (f) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in general meeting.

“**rights issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange); and

- (g) the Board be and is hereby authorised to make such amendments to articles 15, 16 and 19 of the Articles as it thinks fit so as to increase the registered share capital and to reflect the new capital structure of the Company as a result of the allotment and issuance of shares of the Company pursuant to the approval granted under paragraph (a) above.”

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

Shanghai, the PRC, 28 March 2013

*Registered office:*  
No. 220 Handan Road  
Shanghai  
The PRC

*Principal place of business in Hong Kong:*  
Flat 6, 5/F., East Ocean Centre  
98 Granville Road  
Tsimshatsui East  
Kowloon  
Hong Kong

*Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 1 May 2013 shall be entitled to attend the AGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the AGM is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney, must be deposited not less than 24 hours before the time appointed for the holding of the AGM at the Company's registered office or the Company's principal place of business in Hong Kong as stipulated in the proxy form.
4. The Register of Members of the Company in Hong Kong will be closed from 1 May 2013 to 31 May 2013 (both dates inclusive) during which period no transfer of H shares will be registered. To be qualified to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:00 p.m. on 30 April 2013.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The Articles are written in Chinese and there is no official English translation in respect thereof. Therefore, the English version of proposed resolution above on amendments to Articles is purely a translation only. Should there be any discrepancy, the Chinese version shall prevail.
7. Information containing further details regarding the proposed Resolutions No. 2 set out in the above notice as required by the GEM Listing Rules are set out in Appendix 1 of this circular.

\* *For identification purpose only*