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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 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 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)

DISCLOSEABLE TRANSACTION ACQUISITION OF PROPERTIES

The Board is pleased to announce that the Company has entered into the Letter of Intent on 23 April 2013 (after trading hours) with the Developer to acquire office premises in Shanghai, the PRC and has appointed the Developer to carry out the interior decoration. The total consideration is RMB127,706,878.

As an applicable percentage ratio exceeds 5% but is less than 25%, the acquisition of the Properties constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements of Chapter 19 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 the Company has entered into a letter of intent (the "Letter of Intent") on 23 April 2013 (after trading hours) with the Shanghai New Jiangwan City Investment and Development Limited* (the "Developer") to acquire office premises in Shanghai, the PRC, and has appointed the Developer to carry out the interior decoration.

Letter of Intent

Date:

23 April 2013 (after trading hours)

Parties:

Purchaser: the Company

Seller: the Developer

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the Developer is a third party independent of the Company and its connected persons (as defined under GEM Listing Rules).

Information about the Properties

The properties are office premises located at 4th-7th floors, A5 Building, north of Lot 3 of 420 Street, New Jiangwan City, Yangpu District, Shanghai, the PRC with a total construction area of 7,556.62 square meters (the “Properties”). The Properties are now in the construction stage.

Consideration and payment terms

1. Properties

The consideration of the Properties is RMB120,150,258 and the payment terms are:

- i) Cash payment of RMB14,418,030.96 representing 12% of the consideration of the Properties to be paid within 15 days after signing the Letter of Intent; and
- ii) Balance payment of RMB105,732,227.04 will be paid in cash upon execution of sales agreement and properties title being properly transferred.

2. Interior decoration of the Properties

The Company has agreed to appoint the Developer to carry out the interior decoration of the Properties at a decoration fee of RMB1,000 per square meter; the consideration is RMB7,556,620 in total and will be paid in cash by installments according to the stage of completion.

The total consideration is RMB127,706,878. The Directors consider the above considerations are fair and reasonable and determined after arm’s length negotiation by both parties with reference to the prevailing market price of similar properties in the nearby area. The consideration of acquisition of the Properties will be financed by internal funds of the Company.

Completion

The construction works of the Properties are expected to be completed on or before 30 June 2014 and the interior decoration of the Properties will be completed on or before 31 December 2014.

Reasons for the acquisition

The Properties are intended to be used by the Group for the purpose of office premises. The Directors consider that the acquisition of the Properties will enable the Group companies to operate in the same location with a view to enhance the co-operations and management within the Group companies. The Directors also consider the following factors: (i) the office premises of the Company are now located at different locations and already exceeded their limits at the present moment; (ii) in view of business development, the staff of the Group and the demand in office spaces for daily operation will be continuously increasing; and (iii) yearly rental expenses as well as operating costs will be saved. The Directors believe that the acquisition of the Properties will cope with the Group’s business expansion and it is in the interest of the Group.

General information

The Company is an application specific integrated circuit (or ASIC) design and system integration company based in the PRC and is mainly engaged in the design and sale of integrated circuits (“IC”) for industrial applications. The principal activities of the subsidiaries are the provision of testing services for IC products; designing, developing and selling of IC testing software; production of probe card; provision of research and consultancy services of IC technology.

Listing Rules implications

As an applicable percentage ratio exceeds 5% but is less than 25%, the acquisition of the Properties constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements of Chapter 19 of the GEM Listing Rules.

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

Shanghai, the PRC, 23 April 2013

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 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.

** For identification purposes only*