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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)

## **VOLUNTARY ANNOUNCEMENT REORGANISATION OF A SUBSTANTIAL SHAREHOLDER**

This is a voluntary announcement of the Company.

On 20 May 2013, the Board was notified by the SSAC that as a result of its internal reorganisation, the procedures relating to the transfer of the Company's Domestic Shares have been duly completed on 20 May 2013.

Pursuant to a share transfer agreement, on 20 May 2013, SSAC has entirely transferred all of its shareholdings of 144,230,000 Domestic Shares to the Transferees with 47,443,420 shares, 29,941,470 shares, 52,167,270 shares and 14,677,840 shares, respectively.

This is a voluntary announcement of Shanghai Fudan Microelectronics Group Company Limited (the "Company").

On 20 May 2013, the board of directors of the Company (the "Board") was notified by the Staff Association of the Company (the "SSAC"), a substantial shareholder of the Company, that as a result of its internal reorganisation, the procedures relating to the transfer of the Company's domestic shares (the "Domestic Shares") have been duly completed on 20 May 2013.

### **Reorganisation**

Pursuant to a share transfer agreement, on 20 May 2013, SSAC has entirely transferred all of its shareholdings of 144,230,000 Domestic Shares to four partnership enterprises (the "Transferees") namely Shanghai Zhenghua Investment Consultant Partnership Enterprise with 47,443,420 shares, Shanghai Guonian Investment Consultant Partnership Enterprise with 29,941,470 shares, Shanghai Zhengben Investment Consultant Partnership Enterprise with 52,167,270 shares and Shanghai Jinnian Investment Consultant Partnership Enterprise with 14,677,840 shares, respectively (the "Reorganisation").

The Transferees are limited partnership enterprises registered in Shanghai, the PRC and all of its partners are executive and non-executive directors, supervisors, certain employees and ex-employees of the Company, various employees of ASIC System State-Key Laboratory of Shanghai Fudan University (“University Laboratory”) and Shanghai Commerce Invest (Group) Corporation Limited (“SCI”), a substantial shareholder of the Company, as well as various individuals engaged in technological co-operation with the University Laboratory.

### Impact of Reorganisation on the structure of the Company’s Domestic Shares

Name	Capacity and nature of interest	Before the Reorganisation		After the Reorganisation	
		Number of Ordinary shares held	Percentage of the Company’s issued share capital	Number of Ordinary shares held	Percentage of the Company’s issued share capital
SSAC	Directly beneficially owned	144,230,000	23.36	-	-
Shanghai Zhenghua Investment Consultant Partnership Enterprise	Directly beneficially owned	-	-	47,443,420	7.68
Shanghai Guonian Investment Consultant Partnership Enterprise	Directly beneficially owned	-	-	29,941,470	4.85
Shanghai Zhengben Investment Consultant Partnership Enterprise	Directly beneficially owned	-	-	52,167,270	8.45
Shanghai Jinnian Investment Consultant Partnership Enterprise	Directly beneficially owned	-	-	14,677,840	2.38

The interests of the Directors and supervisors of the Company in the share capital and underlying shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance) remained the same but the nature of interest has changed from “beneficiary of a trust” to “held through a partnership enterprise”.

### Reasons for the Reorganisation

Taking measures with the “Letter in relation to temporarily suspension of registration of enterprise’s internal staff shareholding association as a body corporate” issued by the office of the Ministry of Civil Affairs on 7 July 2000, the “Reply in relation to whether staff shareholding association and staff union can be shareholders of listed company” issued by the Department of Legal Affairs of the China Securities Regulatory Commission on 11 December 2000 and its further issuance of the “Legal advises on questions relating to shareholdings of staff shareholding association and staff union” on 5 November 2002, the SSAC considers that the present laws of the PRC do not have protection on its status. In order to improve the sense of responsibility of the shareholding staff and to encourage staff to participate actively in the operations and business development of the enterprise, the SSAC considers that the Reorganisation can recognise the identification of the shareholding staff, formally register under the laws and protect the legal interests of shareholding staff, and at the same time, does not affect the actual shareholding proportion of the shareholding staff.

The Board considers that Reorganisation of the SSAC in the shareholding structure of the Domestic Shares of the Company has no impact on the financial position and operations of the Company and its subsidiaries.

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

Shanghai, the PRC, 20 May 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](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).*

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