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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 31 MAY 2013  
AND  
PAYMENT OF FINAL DIVIDEND**

The Board is pleased to announce that all the resolutions as set out in the Notice of AGM were duly passed by poll at the AGM held on 31 May 2013.

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB 0.08 per share (inclusive of tax, if applicable) in respect of the year ended 31 December 2012 was duly passed and the final dividend is expected to be paid on 12 July 2013.

Reference is made to the circular (the "Circular") and the notice (the "Notice") of annual general meeting (the "AGM") dated 28 March 2013 of Shanghai Fudan Microelectronics Group Company Limited (the "Company"). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular and Notice of AGM.

**POLL RESULTS OF THE AGM**

The board of directors of the Company (the "Board") is pleased to announce that all the resolutions as set out in the Notice were duly passed by poll at the AGM held on 31 May 2013.

As at the date of the AGM, the Company has a total of 617,330,000 Shares of RMB0.10 each in issue. None of the Shares entitled the holders to attend and vote only against the resolution at the AGM, and no Shareholder was required to abstain from voting in respect of the resolutions. The total Shares with voting rights represented by the Shareholders attending the AGM were 423,202,000 Shares, representing approximately 68.55% of the total issued Shares of the Company as at the date of the AGM.

Mr. Tong Yat Chong, a Practising Certified Public Accountant, was appointed by the Company as scrutineer for vote-taking. The following are the poll results of the resolutions passed at the AGM:

Ordinary resolutions		Number of votes (approximately %)			
		For	Against	Abstain	Total votes
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	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
2.	a) To re-elect directors :				
	(i) To re-elect Mr. Wang Su as Executive Director	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
	(ii) To re-elect Mr. He Lixing as Non-executive Director	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
	(iii) To re-elect Mr. Shen Xiaozu as Non-executive Director	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
	(iii) To re-elect Mr. Cheung Wing Keung as Independent Non-executive Director	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
	(iv) To re-elect Mr. Lin Fujiang as Independent Non-executive Director	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
	(b) To authorise the Board to fix their remuneration	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
3.	To declare a final dividend	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
4.	To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000
Special resolution					
5.	To renew the general mandate to issue new shares	423,202,000 (100 %)	0 (0%)	0 (0%)	423,202,000

As more than half of the votes were casted in favour of the ordinary resolutions 1 to 4 and more than two-third of the votes were casted in favour of the special resolution 5, the above resolutions were duly passed as ordinary resolutions and special resolution of the Company respectively.

#### **PAYMENT OF FINAL DIVIDEND**

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB8 cents per share (inclusive of tax, if applicable) in respect of the year ended 31 December 2012 was duly passed.

The exchange rate applied by the Company for the calculation of the amount of dividend for H shares payable to H shares shareholders in Hong Kong dollar is the average closing exchange rates of Renminbi to Hong Kong dollar during the calendar week prior to 31 May 2013 (i.e. the date of the AGM) as announced by The People's Bank of China, which is RMB100 = HK\$125.55. Based on such exchange rate, the final dividend payable for each H share is HK\$10.04 cents.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to the Receiving Agent the final dividend declared for payment to H shares shareholders. The Receiving Agent will hold the dividend by way of trust on behalf of H shares shareholders. Such final dividend for H shares is expected to be paid by the Receiving Agent on 12 July 2013 and will be mailed by the Company's share registrar Tricor Tengis Limited to the H shares shareholders who are entitled to receive the same by ordinary post at their own risk.

Please refer to the Company's announcement dated 19 March 2013 for details relating to the withholding of corporate income tax for non-resident corporate shareholders.

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

Shanghai, the PRC, 31 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 day of its posting and on the Company's website at [www.fmsh.com](http://www.fmsh.com).*

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