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This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 announcement 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)

**PROPOSED TRANSFER OF LISTING
FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

Financial Adviser to the Company

AMASSE CAPITAL

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The Board announces that on 12 July 2013, it approved, among other things, the Transfer of Listing, which shall be subject to approvals from the Shareholders and the Stock Exchange. The EGM and the Class Meetings will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Transfer of Listing and the Articles Amendments.

The Directors considers that the Transfer of Listing will enhance the trading liquidity of the H Shares and promote the Company's corporate profile and recognition from public investors.

A circular containing, among other things, details of the Transfer of Listing and the Articles Amendments and the notices of the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

Shareholders and potential investors of the Company should note that the Transfer of Listing is subject to, among other things, the approval from the Shareholders in the EGM, the Class Meetings and the Stock Exchange, and may or may not proceed. Accordingly, the Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance.

PROPOSED TRANSFER OF LISTING

The Board announces that on 12 July 2013, it approved the Transfer of Listing, which shall be subject to approvals from the Shareholders and the Stock Exchange. The EGM and the Class Meetings will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Transfer of Listing and the Articles Amendments.

CONDITIONS

The Transfer of Listing shall become effective upon the fulfillment of the following conditions:

- (i) the Company's having fulfilled all the applicable requirements for listing on the Main Board as stipulated in the Main Board Listing Rules and the relevant rules and regulations in Hong Kong and the PRC;
- (ii) the Company having obtained approval of the Transfer of Listing and Articles Amendments from the Shareholders at the EGM and the Class Meetings;
- (iii) the Company having obtained the necessary approvals and/or consents (if any) in respect of the Articles Amendments from the relevant PRC government authorities;
- (iv) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
- (v) all other necessary approvals and/or consents (if any) in respect of the Transfer of Listing and the Articles Amendments having been obtained.

The Company shall submit a written report in respect of the Transfer of Listing to the CSRC within 15 working days upon listing of and commencement of dealings in the H Shares on the Main Board.

REASONS FOR AND BENEFITS OF THE TRANSFER OF LISTING

The Company is an application specific integrated circuit design company based in the PRC and is mainly engaged in the design and sale of products of integrated circuits ("IC") and system. The principal activities of the subsidiaries are the provision of testing services for IC products; designing, developing and selling of IC testing software; and provision of research and consultancy services of IC technology.

The Directors consider that the Transfer of Listing will enhance the trading liquidity of the H Shares and promote the Company's corporate profile and recognition from public investors. Therefore, the Directors are of the view that the Transfer of Listing will be beneficial to the future growth, financing flexibility and business development of the Group.

A special resolution in relation to the Transfer of Listing will be proposed at the EGM and the Class Meetings respectively for approval.

The Transfer of Listing will not involve any issue of new Shares by the Company. The Board does not contemplate any material change in the nature of the business activities of the Group following the Transfer of Listing.

PROPOSED ARTICLES AMENDMENTS

In view of the Transfer of Listing, certain amendments shall be made to the Articles of Association to comply with the Main Board Listing Rules and other relevant regulations in Hong Kong and the PRC.

The Articles Amendments are conditional on, among others, the completion of the Transfer of Listing and the approval from the Shareholders. The Articles Amendments shall become effective upon listing of and commencement of dealings in H Shares on the Main Board.

A special resolution in relation to the Articles Amendments will be proposed at the EGM and the Class Meetings respectively for approval.

GENERAL

A circular containing, among other things, details of the Transfer of Listing and the Articles Amendments and the notices of the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

Shareholders and potential investors of the Company should note that the Transfer of Listing is subject to, among others, the approval from the Shareholders in the EGM, the Class Meetings and the Stock Exchange, and may or may not proceed. Accordingly, the Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance.

Further announcement(s) will be made to keep the Shareholders and potential investors informed on the progress of the proposed Transfer of Listing.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings:

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| “Articles Amendments” | necessary amendments to be made to the Articles of Association to comply with the Main Board Listing Rules upon completion of the Transfer of Listing |
| “Articles of Association” | the articles of association of the Company prevailing from time to time |
| “Board” | the board of Directors |
| “Class Meetings” | collectively, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders |
| “Class Meeting of Domestic Shareholders” | the general meeting to be convened for Domestic Shareholders to consider, and if thought fit, approve the Transfer of Listing and the Articles Amendments |
| “Class Meeting of H shareholders” | the general meeting to be convened for H Shareholders to consider, and if thought fit, approve the Transfer of Listing and the Articles Amendments |
| “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 with the H Shares currently listed on the GEM (stock code: 8102) |
| “CSRC” | the China Securities Regulatory Commission (中國證券監督管理委員會) |
| “Directors” | director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) with a par value of RMB0.10 each in the capital of the Company which is(are) subscribed for in RMB by PRC citizens and/or entities |
| “Domestic Shareholder(s)” | holder(s) of Domestic Share(s) |

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| “EGM” | the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Transfer of Listing and the Articles Amendments |
| “GEM” | the Growth Enterprise Market of The Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | ordinary share(s) in the capital of the Company which is(are) subscribed for and traded in HK\$ and listed on the GEM |
| “H Shareholder(s)” | holder(s) of H Share(s) |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Listing Committee” | the listing sub-committee of the board of directors of the Stock Exchange which is responsible for the Main Board listing matters |
| “Main Board” | the securities market operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) which continues to be operated by the Stock Exchange parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM |
| “Main Board Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “Share(s)” | collectively, Domestic Share(s) and H Share(s) |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Transfer of Listing” | the proposed transfer of listing of the H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules |

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| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “RMB” | Renminbi, the lawful currency of the PRC |

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

Shanghai, the PRC, 12 July 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 at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and will also be posted on the website of the Company at www.fmsh.com

** For identification purposes only*