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If you are in doubt as to any aspect of 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 hand this circular to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**(1) PROPOSED TRANSFER OF LISTING
FROM THE GROWTH ENTERPRISE MARKET TO
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
OF THE COMPANY
AND
(3) NOTICES OF THE EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

Financial Adviser

AMASSE CAPITAL

寶 積 資 本

The notices convening the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Wednesday, 18 September 2013 at 10:00 a.m., 11:00 a.m. (or as soon as the EGM to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) and 11:30 a.m. (or as soon as the Class Meeting of H Shareholders to be convened at the same date and place at 11:00 a.m. shall conclude or adjourn) respectively are set out on pages 23 to 31 of this circular.

A form of proxy for use at each of the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders is enclosed with this circular and such form of proxy is also published on the websites of the GEM (www.hkgem.com) and the Company (www.fmsh.com). Whether or not you intend to attend the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Wednesday, 28 August 2013 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the relevant meetings or any adjournment thereof (as the case may be).

This circular will remain on the “Latest Company Announcement” page of the GEM website at www.hkgem.com and on the Company’s website at www.fmsh.com for at least 7 days from the date of its publication.

2 August 2013

* For identification purpose only

CHARACTERISTICS OF GEM

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 Stock 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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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Articles” or “Articles of Association”	the articles of association of the Company prevailing from time to time
“Articles Amendments”	the proposed amendment of the Articles as detailed in Appendix I herein for purpose of housekeeping matters and to comply with the provisions of the Main Board Listing Rules upon completion of the Transfer of Listing
“Board”	the board of Directors
“Class Meetings”	means, collectively, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders
“Class Meeting of Domestic Shareholders”	the class meeting of the Domestic Shareholders to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Wednesday, 18 September 2013 at 11:30 a.m. (or as soon as the Class Meeting of H Shareholders to be convened at the same date and place at 11:00 a.m. shall conclude or adjourn), to consider and, if appropriate, to approve the resolutions contained in the notice of the class meeting of holders of Domestic Shares which is set out on pages 29 to 31 of this circular, or any adjournment thereof
“Class Meeting of H Shareholders”	the class meeting of the H Shareholders to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Wednesday, 18 September 2013 at 11:00 a.m. (or as soon as the EGM to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn), to consider and, if appropriate, to approve the resolutions contained in the notice of the class meeting of holders of H shares which is set out on pages 26 to 28 of this circular, or any adjournment thereof
“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”	the director(s) of the Company

* For identification purpose only

DEFINITIONS

“Domestic Share(s)”	the 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)”	the holder(s) of Domestic Share(s)
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on Wednesday, 18 September 2013 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the EGM which is set out on pages 23 to 25 of this circular, or any adjournment thereof
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	http://www.hkgem.com , being the internet website operated by the Stock Exchange for GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) with a par value of RMB0.10 each in the capital of the Company which is(are) subscribed for and traded in HK\$ and listed on the GEM
“H Shareholder(s)”	means the holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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 main board of the Stock Exchange
“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

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the Domestic Share(s) and H Share(s)
“Shareholder(s)” or “Members”	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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

LETTER FROM THE BOARD



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, PRC

Principal place of business in the PRC:

Building 4, Lane 127, Guotai Road,
Shanghai, People's Republic of China.

Principal place of business in Hong Kong:

Flat 506, 5/F., East Ocean Centre,
98 Granville Road,
Tsimshatsui East,
Kowloon,
Hong Kong

2 August 2013

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED TRANSFER OF LISTING
FROM THE GROWTH ENTERPRISE MARKET TO
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
OF THE COMPANY
AND
(3) NOTICES OF THE EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (i) details of the Transfer of Listing and the Articles Amendments, and (ii) notices of the EGM and the Class Meetings.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED TRANSFER OF LISTING

Reference is made to the announcement of the Company dated 12 July 2013, whereby the Board announced that it approved, among other things, the Transfer of Listing.

The Transfer of Listing is subject to approvals from the Shareholders and the Stock Exchange. The EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders will be convened on 18 September 2013 for the Shareholders to consider and if thought fit, to approve, among other things, (i) the Transfer of Listing; (ii) the Articles Amendments and (iii) the granting of authorisation to the Board to take any actions as it may consider necessary, desirable and expedient in relation to the matters mentioned above.

Reasons for 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.

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.

Requirements under the PRC Regulations

According to the existing Articles of Association and the relevant PRC laws and regulations, Shareholders’ approval is required for the application of the Transfer of Listing, the Articles Amendments and the granting of relevant authorisation to the Board. Upon the Shareholders’ approval being obtained at each of the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders in respect of the Transfer of Listing, the Articles Amendments and the granting of relevant authorisation to the Board. At appropriate time, the Company will make a formal application to the Stock Exchange in relation to the Transfer of Listing and 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.

LETTER FROM THE BOARD

Conditions of the Transfer of Listing

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

- (i) the Company 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.

Warning: The Company would like to emphasise that (i) the Transfer of Listing is only at a preliminary stage and that the definitive timetable for the Transfer of Listing has not yet been finalised; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Shareholders in the EGM and the Class Meetings and the Stock Exchange. Shareholders and potential investors should be aware that the Transfer of Listing may or may not be proceeded with and be completed. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

LETTER FROM THE BOARD

3. PROPOSED ARTICLES AMENDMENTS

The Articles Amendments mainly involve amendments to the relevant provisions of the Articles of Association for the purposes of complying with the requirements of the relevant laws and regulations of the PRC and Hong Kong and the Main Board Listing Rules in relation to the Transfer of Listing. A special resolution in relation to the Articles Amendments will be proposed at the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders respectively for approval. Subject to the passing of the special resolution at each of the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders respectively and the approval from the relevant government authorities (if any), the Articles Amendment will become effective upon the listing of and commencement of dealing in H Shares on the Main Board.

Details of the Articles Amendments are set out in Appendix I to this circular.

4. EXTRAORDINARY GENERAL MEETING, CLASS MEETING OF H SHAREHOLDERS AND CLASS MEETING OF DOMESTIC SHAREHOLDERS AND PROXY ARRANGEMENT

The notices of the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders are set out on pages 23 to 31 of this circular. At the EGM and the Class Meetings, resolutions will be proposed to approve, among others, the Transfer of Listing, the Articles Amendments and the granting of relevant authorisation to the Board.

A form of proxy for use at each of the EGM and the Class Meetings is enclosed with this circular and such form of proxy is also published on the websites of the GEM (www.hkgem.hk) and the Company (www.fmsh.com). Whether or not you intend to attend the EGM and the Class Meetings, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 28 August 2013; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the relevant meetings or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the relevant meetings and voting in person if you so wish.

An announcement will be made by the Company following conclusion of the EGM and the Class Meetings to inform the Shareholders of the results of such meetings.

5. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

According to GEM Listing Rule 17.47(4), any vote of the Shareholders at a general meeting must be taken by poll save for resolution relating purely to a procedural or administrative matter. Therefore, all resolutions put to vote at each of the EGM and the Class Meetings will be taken by poll.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company in Hong Kong will be closed from 19 August 2013 to 18 September 2013, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Shareholders who are qualified to attend and vote at the EGM and the respective Class

LETTER FROM THE BOARD

Meetings, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H shares, Tricor Tengis Limited, at 26th, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 August 2013.

7. RECOMMENDATION

The Board considers that the Transfer of Listing, the Articles Amendments and the granting of relevant authorisation to the Board are in the interest of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolutions to be proposed at each of the EGM and the Class Meetings.

8. RESPONSIBILITY STATEMENT

This circular, 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 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.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's principal place of business in Hong Kong during normal business hours from 9:30 a.m. to 1:00 p.m. and from 2:00 p.m. to 6:00 p.m. (other than Saturdays, Sundays and public holidays) from the date of this circular up to and including the date of the EGM and the Class Meetings:

- (a) the existing Articles of Association; and
- (b) the amended Articles of Association which will become effective upon the date of listing and commencement of dealing in H Shares on the Main Board.

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

* For identification purpose only

This Appendix I sets out the existing Articles of Association of the Company and proposed amendments thereto for the purpose of information. The terms used herein shall have the same meanings as defined in the Articles of Association.

The English version of this Appendix I is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

Articles		Original articles	Amended articles
1.	Article 7 of Chapter 1	<p>The Articles of Association of the Company shall be binding upon the Company and its shareholders, directors, supervisors, manager and other senior management staff. All the above persons may make claims related to Company matters in accordance with the Articles of association.</p> <p>In accordance with the Articles of Association of the Company, shareholders may sue the Company; the Company may sue shareholders; shareholders may sue shareholders and shareholders may sue directors, supervisors, manager and other senior management staff of the Company.</p> <p>For the purpose of the above paragraph, the term “Sue” shall include the initiations of proceedings in a court or the application of arbitration to an arbitration organization.</p>	<p>The Articles of Association of the Company shall be binding upon the Company and its shareholders, directors, supervisors, managers and other senior management staff. All the above persons may make claims related to Company matters in accordance with the Articles of Association.</p>
2.	Article 16 of Chapter 3	<p>At the effective date of this version of the Articles of Association, the Company has issued 617,330,000 ordinary shares, of which Shanghai Fudan Technology Enterprise Holdings Limited. holds 109,620,000 shares, representing 17.76% of the issued share capital of the Company;</p> <p>Staff Shareholding Association of the Company holds 144,230,000 shares, representing 23.36% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 17.29% of the issued share capital of the Company;</p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.17% of the issued share capital of the Company;</p>	<p>At the effective date of the adoption of this Articles of Association, the Company has issued 617,330,000 ordinary shares and total share capital is Renminbi 61,733,000, of which Shanghai Fudan Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 17.76% of the issued share capital of the Company;</p> <p>Shanghai Zhenghua Investment Consultant Partnership Enterprise holds 47,443,420 shares representing 7.68% of the issued share capital of the Company;</p> <p>Shanghai Guonian Investment Consultant Partnership Enterprise holds 29,941,470 shares representing 4.85% of the issued share capital of the Company;</p> <p>Shanghai Zhengben Investment Consultant Partnership Enterprise holds 52,167,270 shares representing 8.45% of the issued share capital of the Company;</p>

Articles		Original articles	Amended articles
		<p>Mr. Shi Lei holds 7,210,000 shares, representing 1.17% of the issued share capital of the Company; and</p> <p>holders of Overseas-Listed Foreign-Invested Shares hold 242,330,000 shares, representing 39.25% of the issued share capital of the Company.</p>	<p>Shanghai Jinnian Investment Consultant Partnership Enterprise holds 14,677,840 shares representing 2.38% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares representing 17.29% of the issued share capital of the Company;</p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.17% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.17% of the issued share capital of the Company; and</p> <p>holders of Overseas-Listed Foreign-Invested Shares hold 242,330,000 shares, representing 39.25% of the issued share capital of the Company.</p>
3.	Article 43 of Chapter 6	<p>The Company shall not be liable for any damages suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.</p> <p>Where power is taken to issue share warrants to bearer, unless the issuer is satisfied beyond reasonable doubt that the original has been destroyed, otherwise no new share warrant shall be issued to replace one that has been lost.</p> <p>That any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.</p> <p>Where power is taken to forfeit unclaimed dividends, that power shall not be exercised until after the expiration of the applicable limitations period.</p>	<p>The Company shall not be liable for any damages suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.</p> <p>Where power is taken to issue share warrants to bearer, unless the issuer is satisfied beyond reasonable doubt that the original has been destroyed, otherwise no new share warrant shall be issued to replace one that has been lost.</p> <p>That any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.</p> <p>Where power is taken to forfeit unclaimed dividends, that power shall not be exercised until after the expiration of the applicable limitations period.</p>

Articles		Original articles	Amended articles
4.	Article 45 of Chapter 7	<p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <ul style="list-style-type: none"> (1) receive dividends and other profit distributions on the basis of the number of shares held by them; (2) participate or to appoint proxies to participate in shareholders’ general meetings and exercise voting rights; (3) supervise and control the Company’s business activities, and raise suggestions or inquiries; (4) transfer shares in accordance with laws, administrative regulations and the Company’s Articles of Association; (5) obtain relevant information in accordance with the Articles of Association of the Company, which shall include: <ul style="list-style-type: none"> (i) obtaining the Articles of Association of the Company after payment of a charge to cover costs; (ii) being entitled to peruse and make a copy, after payment of reasonable charges, of: <ul style="list-style-type: none"> (a) all parts of the register of shareholders; (b) personal information on the directors, supervisors, managers and other senior management staff of the Company, including: <ul style="list-style-type: none"> (b.1) current and previous names and aliases; (b.2) main address (residence); (b.3) nationality; (b.4) full-time and all other part-time occupations and duties; and (b.5) identification documents and their numbers. 	<p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <ul style="list-style-type: none"> (1) receive dividends and other profit distributions on the basis of the number of shares held by them; (2) participate or to appoint proxies to participate in shareholders’ general meetings and exercise voting rights; (3) supervise and control the Company’s business activities, and raise suggestions or inquiries; (4) transfer shares in accordance with laws, administrative regulations and the Company’s Articles of Association; (5) obtain relevant information in accordance with the Articles of Association of the Company, which shall include: <ul style="list-style-type: none"> (i) obtaining the Articles of Association of the Company after payment of a charge to cover costs; (ii) being entitled to peruse and make a copy, after payment of reasonable charges, of: <ul style="list-style-type: none"> (a) all parts of the register of shareholders; (b) personal information on the directors, supervisors, managers and other senior management staff of the Company, including: <ul style="list-style-type: none"> (b.1) current and previous names and aliases; (b.2) main address (residence); (b.3) nationality; (b.4) full-time and all other part-time occupations and duties; and (b.5) identification documents and their numbers.

Articles		Original articles	Amended articles
		<p>(iii) the status of the Company’s share capital;</p> <p>(iv) reports of the aggregate par value, number of shares, and highest and lowest prices of each category of shares repurchased by the Company since the last fiscal year as well as all the expenses paid by the Company therefor; and</p> <p>(v) the minutes of shareholders’ general meetings;</p> <p>(6) participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated; and</p> <p>(7) other rights conferred by laws, administrative regulations and the Company’s Articles of Association.</p>	<p>(iii) the status of the Company’s share capital;</p> <p>(iv) reports of the aggregate par value, number of shares, highest and lowest prices and the aggregate amounts paid for each category of shares repurchased by the Company since the last fiscal year as well as all the expenses paid by the Company therefor; and</p> <p>(v) the minutes of shareholders’ general meetings (For shareholder inspections only);</p> <p>(vi) copies of the latest annual return submitted to State Administration for Industry & Commerce of the PRC or other competent authorities for filing.</p> <p>(6) participate in the distribution of the remaining property of the Company according to their shareholding when the Company is terminated or liquidated; and</p> <p>(7) other rights conferred by laws, administrative regulations and the Company’s Articles of Association.</p>
5.	Article 47 of Chapter 7	<p>In addition to obligations imposed by laws, administrative regulations or the listing rules of the securities exchange(s) on which the shares of Company are listed, controlling shareholders (as defined in Article 48) may not, in the exercise of their shareholders’ powers, make decisions prejudicial to the interest of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p> <p>(1) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(2) approving a director or supervisor (for his own or another person’s benefit) in depriving the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company; or</p>	<p>In addition to obligations imposed by laws, administrative regulations or the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) on controlling shareholders (as defined in Article 48) may not, in the exercise of their shareholders’ powers, make decisions prejudicial to the interest of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p> <p>(1) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(2) approving a director or supervisor (for his own or another person’s benefit) in depriving the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company; or</p>

Articles		Original articles	Amended articles
		<p>(3) approving a director or supervisor (for his own or another person’s benefit) in depriving other shareholders of their rights or interests, including (but not limited to) rights to distributions and voting rights, but not including to a restructuring of the Company submitted to and adopted by the shareholder’s general meeting in accordance with the Articles of Association of the Company.</p> <p>The number of Chairman, vice chairman and executive director of the Company’s controlling shareholder, which concurrently are the chairman, vice chairman and executive director of the Company, shall not exceed two. Officers of the controlling shareholder can not concurrently be the Company’s manager, vice manager, heads of the finance and sales departments and secreting to the board of directors.</p>	<p>(3) approving a director or supervisor (for his own or another person’s benefit) in depriving other shareholders of their personal rights or interests, including (but not limited to) rights to distributions and voting rights, but not including restructuring of the Company submitted to and adopted by the shareholder in general meeting in accordance with the Articles of Association of the Company.</p> <p>The chairman, vice chairman and executive director of the controlling shareholder shall also act as the Company’s chairman, vice chairman and executive director, which number shall not exceed two. Officers of the controlling shareholder cannot also act as the Company’s manager, vice manager, heads of the finance and sales departments and secretary to the board of directors.</p>
6.	Article 50 of Chapter 8	<p>The shareholders’ general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to decide on the business policies and investment plans of the Company; (2) to elect and replace directors and decide on matters concerning the remuneration of directors; (3) to elect and replace the supervisors who are to be appointed from among the shareholders’ representatives and to decide on matters concerning the remuneration of supervisors; (4) to examine and approve reports of the board of directors; (5) to examine and approve reports of the board of supervisors; (6) to examine and approve the Company’s annual financial budget and final account proposals; (7) to examine and approve the Company’s plans for profit distribution and making up losses; 	<p>The shareholders in general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to decide on the business policies and investment plans of the Company; (2) to elect and replace directors, the procedures of which are to be published on the Company’s website, and to decide on matters concerning the remuneration of directors; (3) to elect and replace the supervisors who are to be appointed from among the shareholders’ representatives and to decide on matters concerning the remuneration of supervisors; (4) to examine and approve reports of the board of directors; (5) to examine and approve reports of the board of supervisors; (6) to examine and approve the Company’s annual financial budget and final account proposals; (7) to examine and approve the Company’s plans for profit distribution and reparation for loses;

Articles		Original articles	Amended articles
		<p>(8) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(9) to pass resolutions on matters such as the merger, division, dissolution or liquidation of the Company;</p> <p>(10) to pass resolutions on the issuance of bonds by the Company;</p> <p>(11) to pass resolutions on the appointment, removal or non-reappointment of accounting firms by the Company;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to examine motions raised by shareholders representing 5 percent or more of the Company's voting shares;</p> <p>(14) other matters that laws, administrative regulations and the Company's Articles of Association require to be resolved by the shareholders, in general meeting; and</p> <p>(15) other matters that can be authorized or entrusted to the Board for their handling by the shareholders in general meeting.</p>	<p>(8) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(9) to pass resolutions on matters such as the merger, division, dissolution or liquidation of the Company;</p> <p>(10) to pass resolutions on the issuance of bonds by the Company;</p> <p>(11) to pass resolutions on the appointment, removal or non-reappointment of accounting firms by the Company;</p> <p>(12) to amend the Articles of Association of the Company;</p> <p>(13) to examine motions raised by shareholders representing 5 percent or more of the Company's voting shares;</p> <p>(14) other matters that laws, administrative regulations and the Company's Articles of Association require to be resolved by the shareholders in general meeting; and</p> <p>(15) other matters that can be authorized or entrusted to the Board for their handling by the shareholders in general meeting.</p>
7.	Article 65 of Chapter 8	<p>When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights as are attached to the number of voting shares that they represent. Each share shall carry one vote.</p> <p>If any shareholder has to forfeit his voting rights or be limited just to vote for or against appointed special resolutions in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, his (including proxies) vote which offences the relevant regulations or limitations shall not be counted.</p>	<p>When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights as are attached to the number of voting shares that they represent. Each share shall carry one vote.</p> <p>If any shareholder has to forfeit his voting rights or be limited to just to vote for or against specific resolutions in accordance with the Listing Rules, his (including proxies) vote which offences the relevant regulations or limitations shall not be counted.</p>

Articles	Original articles	Amended articles
<p>8.</p> <p>Article 81 of Chapter 9</p>	<p>In relation to classes of Shareholders who are affected, irrespective of whether they have the right to vote at shareholders’ general meetings, they shall have the right to vote at class meetings of shareholders in respect of matters referred to in items (2) to (8) or (11) to (12) of Article 80, except that interested Shareholders shall not have the right to vote at such class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <ol style="list-style-type: none"> (1) in case of a repurchase of shares by way of a general offer to all shareholders or by way of public dealing on a stock exchange in accordance with Article 25 hereof, the controlling shareholders as defined in Article 48 hereof shall be “interested shareholders”; (2) in case of a repurchase of shares by way of an off-market agreement in accordance with Article 25 hereof, holders of shares in relation to such agreement shall be “interested shareholders”; (3) under a restructuring proposal of the Company, shareholders who will bear liability in a smaller proportion than that of the liability borne by other shareholders of the same class, or shareholders who have a different interest to that of the shareholder in the same class in relation to such restructuring proposal shall be “interested shareholders”; or (4) if any shareholder shall, in accordance with the Listing Rules, forfeit his voting right or be limited just to vote for or against specific resolutions on some resolutions of a class of shareholders, any vote from them or their proxies that disobey the regulation or limitation shall not be counted. 	<p>In relation to classes of shareholders who are affected, irrespective of whether they have the right to vote at shareholders’ general meetings, they shall have the right to vote at class meetings of shareholders in respect of matters referred to in items (2) to (8) or (11) to (12) of Article 80, except that interested shareholders shall not have the right to vote at such class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <ol style="list-style-type: none"> (1) in case of a repurchase of shares by way of public dealing on a stock exchange in accordance with Article 25 hereof, the controlling shareholders as defined in Article 48 hereof shall be “interested shareholders”; (2) in case of a repurchase of shares by way of an off-market agreement in accordance with Article 25 hereof, holders of shares in relation to such agreement shall be “interested shareholders”; (3) under a restructuring proposal of the Company, shareholders who will bear liability in a smaller proportion than that of the liability borne by other shareholders of the same class, or shareholders who have a different interest to that of the shareholder in the same class in relation to such restructuring proposal shall be “interested shareholders”; or (4) if any shareholder shall, in accordance with the Listing Rules, forfeit his voting right or be limited just to vote for or against specific resolutions on some resolutions of a class of shareholders, any vote from them or their proxies that disobey the regulation or limitation shall not be counted.

Articles	Original articles	Amended articles
9.	<p data-bbox="352 285 480 342">Article 87 of Chapter 10</p> <p data-bbox="507 285 935 619">Directors shall be elected at the shareholders' general meeting each for a term of 3 years. At each annual general meeting, one-third of directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that every Director including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.</p> <p data-bbox="507 655 935 959">A written notice of intention to nominate a person for election as director and a written notice of acceptance of such nomination given by such person shall be give in to the Company 7 days prior to a shareholder's meeting. The written notice shall be given in no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting.</p> <p data-bbox="507 995 935 1385">The number of directors that do not concurrently hold posts in the Company shall be more than one half of the whole number of the directors of the Company. And the Company shall appoint at least three independent directors including at least one who has the professional certificate or professional knowledge in accounting or relevant financial management in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.</p> <p data-bbox="507 1421 935 1634">The chairman of the board and the vice chairman of the board shall be elected and removed by more than half of all the directors. The chairman of the board and the vice-chairman of the board shall serve a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.</p> <p data-bbox="507 1670 935 1847">Subject to compliance with the relevant laws and regulations, the shareholders' general meeting may by ordinary resolution remove the chairman of the board and the vice chairman. (But the right to claim pursuant to any agreements shall be not affected thereby.)</p>	<p data-bbox="962 285 1390 619">Directors shall be elected at the shareholders' general meeting each for a term of 3 years. At each annual general meeting, one-third of directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that every Director including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.</p> <p data-bbox="962 655 1390 959">A written notice of intention to nominate a person for election as director and a written notice of acceptance of such nomination given by such person shall be given to the Company 7 days prior to a shareholder's meeting. The written notice shall be given no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting.</p> <p data-bbox="962 995 1390 1357">The number of directors that do not concurrently hold posts in the Company shall be more than one half of the whole number of the directors of the Company. And the Company shall appoint at least three independent non-executive directors, constituting not less than one-third of the Board of Directors, including at least one who has the professional qualification or professional knowledge in accounting or relevant financial management in accordance with the Listing Rules.</p> <p data-bbox="962 1393 1390 1606">The chairman of the board and the vice chairman of the board shall be elected and removed by more than half of all the directors. The chairman of the board and the vice-chairman of the board shall serve a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.</p> <p data-bbox="962 1642 1390 1819">Subject to compliance with the relevant laws and regulations, the shareholders in general meeting may by ordinary resolution remove any director of the board whose term has not expired. (But the right to claim pursuant to any agreements shall be not affected thereby.)</p>

Articles	Original articles	Amended articles
	<p>Board of directors shall have the right to appoint any one to be the director whatever for filling up a vacant position or be extra member at any time provided that the number of the directors shall not overrun the number limitation decided by the shareholder’s general meetings at times. Any appointed director shall be re-elected at the first shareholders’ annual general meeting right after his appointment.</p> <p>Directors need not be shareholders of the Company.</p>	<p>Board of directors shall have the right to appoint any one to be the director for filling up a vacant position or be an extra member at any time provided that the number of the directors shall not exceed the number decided by the shareholders in general meetings from time to time. Any appointed director shall be re-elected at the first shareholders’ annual general meeting right after his appointment.</p> <p>Directors need not be shareholders of the Company.</p>
<p>10.</p>	<p>Article 93 of Chapter 10</p> <p>Meetings of the board of directors may be held only if more than half of the directors are present.</p> <p>Each director shall be entitled to one vote. Resolutions of the board of directors must be passed by the affirmative vote of more than half of all the directors.</p> <p>A director shall not vote at a meeting of the directors on any resolution approving any contract or arrangement or any other proposal in which he or any of his associates has, a material interest nor shall he be counted in the quorum present at the meeting, unless for:</p> <p>(1) (a) giving him a guarantee, security, indemnity in respect of money lent to, or an obligation incurred by him or any of them for benefit or at the request of, the Company or any of its subsidiaries;</p> <p>(b) giving a third party of a debt or a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director himself assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;</p>	<p>Meetings of the board of directors shall be held only if more than half of the directors are present.</p> <p>Each director shall be entitled to one vote. Resolutions of the board of directors must be passed by the affirmative vote of more than half of all the directors.</p> <p>A director shall not vote at a meeting of the directors on any resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting, unless for:</p> <p>(1) (a) giving him a guarantee, security, indemnity in respect of money lent to, or an obligation incurred by him for benefit or at the request of, the Company or any of its subsidiaries;</p> <p>(b) the giving of a guarantee or indemnity or the giving of any security by the director solely or jointly with others in favour of a third party for the Company or any of its subsidiaries in respect of their liabilities or obligations.</p>

Articles	Original articles	Amended articles
	<p>(2) his interest or any interest of his associates arises by virtue of his or his associate(s) being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares in or debentures or other securities of the Company or any other company in which the Company may promote or be interest in for subscription, purchase or exchange;</p> <p>(3) a transaction or arrangement with any other company in which he is interested only, whether directly or indirectly, as an officer, executive or shareholder, or in which the director is beneficially interested in shares of that company, provided that he are not in aggregate beneficially interested in five per cent.</p> <p>(4) an arrangement for the benefit of employees of the Company or any of its subsidiaries, including:</p> <p>(i) the adoption, modification or operation of any employee’s share scheme or share incentive scheme or share option scheme under which the director may benefit; or</p> <p>(ii) the adoption, modification or operation of a pension fund, or retirement, death or disability benefits scheme, which relates both to directors and employees of the Company or any of its subsidiaries and does not provide in respect of any director as such privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.</p> <p>(5) any contract or arrangement in which the director in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>	<p>(2) his interest or any interest of his associates arises by virtue of his or his associate(s) being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares in or debentures or other securities of the Company or any other company in which the Company may promote or be interested in for subscription, purchase or exchange;</p> <p>(3) an arrangement for the benefit of employees of the Company or any of its subsidiaries, including:</p> <p>(i) the adoption, modification or operation of any employee’s share scheme or share incentive scheme or share option scheme under which the director may benefit; or</p> <p>(ii) the adoption, modification or operation of a pension fund, or retirement, death or disability benefits scheme, which relates both to directors and employees of the Company or any of its subsidiaries and does not provide in respect of any director as such privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.</p> <p>(4) any contract or arrangement in which the director(s) is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>

Articles		Original articles	Amended articles
11.	Article 95 of Chapter 10	<p>The board of directors shall keep minutes of resolution passed at board meetings. The directors present at a meeting and the person taking minutes shall sign the minutes of that meeting. The directors shall be liable for the resolution of the board of directors. Where a resolution of the board of directors is in violation of laws, administrative regulations or the Company’s Articles of Association, thereby causing serious losses to the Company, the directors who took part in the passing of such resolution shall be liable to the Company for damages. However, where a director can prove that he expressed his objection to such resolution when it was vote, and that such objection was recorded in the minutes of the meeting, the director may be released from such liability.</p>	<p>The board of directors shall keep minutes of resolution passed at board meetings. The directors present at a meeting and the person taking minutes shall sign the minutes of that meeting. The directors shall be liable for the resolution of the board of directors. Where a resolution of the board of directors is in violation of laws, administrative regulations or the Company’s Articles of Association, thereby causing serious losses to the Company, the directors who took part in the passing of such resolution shall be liable to the Company for damages. However, where a director can prove that he expresses his objection to such resolution when it is voted, and that such objection is recorded in the minutes of the meeting, the director may be released from such liability.</p> <p>The board of directors shall set up special committees to help it fulfil the duties as authorised by the board of directors. The special committees under the board of directors are audit committee, remuneration committee and nomination committee. The special committees shall be accountable to the board of directors, and shall consist of directors. In the audit committee, the remuneration committee and the nomination committee, independent directors shall be the majority in number and shall be the chairman of such committee, and the audit committee shall comprise at least one accounting professional as independent director. Where necessary, the board of directors may also set up other committees and adjust the existing committees. The board of directors shall formulate rules of procedures for respective special committees.</p>
12.	Article 104 of Chapter 13	<p>The board of supervisors shall be composed of 3 persons, one of them shall be the chairman of the board of supervisors. The term of office of a supervisor shall be 3 years and may serve consecutive terms.</p> <p>The removal of chairman of the board of supervisors shall be voted by more than two third of the supervisors.</p> <p>The term of office of chairman of the board of supervisors shall be 3 years and is eligible for re-election and may serve consecutive terms.</p>	<p>The board of supervisors shall be composed of 3 persons, one of them shall be the chairman of the board of supervisors. The term of office of a supervisor shall be 3 years and may serve consecutive terms.</p> <p>The appointment and removal of chairman of the board of supervisors shall be voted by more than two third of the supervisors.</p> <p>The term of office of chairman of the board of supervisors shall be 3 years and is eligible for re-election and may serve consecutive terms.</p>

Articles		Original articles	Amended articles
13.	Article 147 of Chapter 16	<p>The appointment, removal or non reappointment of an accounting firm shall be decided upon by the shareholders’ general meeting and be filed with the State Council authorities in charge of securities.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, to reappoint as auditor a retiring auditor who was appointed by the board of directors to fill a casual vacancy, or to remove an auditor before the expiration of his term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the auditor proposing to leave from his post or the auditor who has left from his post;</p> <p>(2) If the auditor leaving his post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):</p> <p>(a) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</p> <p>(b) send a copy of the representations to every shareholder entitled to notice of general meetings.</p> <p>(3) If the auditor’s representations are not sent under paragraph (2) above the auditor may (in addition to his right to be heard) require that the representations be read out at the meeting and may make further submissions.</p> <p>(4) An auditor who is leaving his post shall be entitled to attend:</p> <p>(a) the general meeting at which his term of office would otherwise have expired;</p>	<p>The appointment, removal or non reappointment of an auditor shall be decided upon by the shareholders’ general meeting and be filed with the State Council authorities in charge of securities.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, to reappoint as auditor a retiring auditor who was appointed by the board of directors to fill a casual vacancy, or to remove an auditor before the expiration of his term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the auditor proposing to leave from his post or the auditor who has left from his post. Leaving from his post includes dismissal, resignation and retirement;</p> <p>(2) If the auditor leaving his post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):</p> <p>(a) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</p> <p>(b) send a copy of the representations as an appendix to the notice of general meetings to every shareholder entitled to notice of general meetings.</p> <p>(3) If the auditor’s representations are not sent under paragraph (2) above the auditor may (in addition to his right to be heard) require that the representations be read out at the meeting and may make further submissions.</p>

Articles		Original articles	Amended articles
		<p>(b) any general meeting at which it is proposed to fill the vacancy caused by his removal; and</p> <p>(c) any general meeting convened as a result his resignation;</p> <p>An auditor who is leaving his post shall also be entitled and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former auditor of the Company.</p>	<p>(4) An auditor who is leaving his post shall be entitled to attend:</p> <p>(a) the general meeting at which his term of office would otherwise have expired;</p> <p>(b) any general meeting at which it is proposed to fill the vacancy caused by his dismissal; and</p> <p>(c) any general meeting convened as a result his resignation;</p> <p>An auditor who is leaving his post shall also be entitled and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former auditor of the Company.</p>
14.	Article 148 of Chapter 16	<p>When the Company removes or does not reappoint an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to present its views before the shareholders’ general meeting. Where an accounting firm tenders its resignation, it shall inform the shareholders’ general meeting of whether there is any irregularity in the Company.</p> <p>An auditor may resign his office by depositing at the Company’s address a notice in writing which will take effect on the date of despatch of the notice on the date specified in the notice whichever is later. The notice shall contain:</p> <p>(a) a statement that there are no circumstances in connection with his resignation which he considers should be brought to the notice of the shareholders or creditors of the issuer; or</p> <p>(b) a statement of any such circumstances which are required to be accounted for.</p> <p>The Company shall within 14 days of dispatch of the above mentioned notice send a copy of the notice to the competent authority. If the notice contained a statement referred to in (b) above, a copy of the notice shall also be kept at the Company’s address for inspection by the shareholders.</p>	<p>When the Company dismisses or does not reappoint an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to present its views before the shareholders’ general meeting. Where an accounting firm tenders its resignation, it shall inform the shareholders’ general meeting of whether there is any irregularity in the Company.</p> <p>An auditor may resign his office by depositing at the Company’s registered address a notice in writing which will take effect on the date of despatch of the notice or on the date specified in the notice whichever is later. The notice shall contain:</p> <p>(a) a statement that there are no circumstances in connection with his resignation which he considers should be brought to the notice of the shareholders or creditors of the issuer; or</p> <p>(b) a statement of any such circumstances which are required to be accounted for.</p> <p>The Company shall within 14 days of receipt of the above mentioned notice send a copy of the notice to the competent authority. If the notice contained a statement referred to in (b) above, a copy of the notice shall also be sent to every shareholder who is entitled to a report of the Company’s financial status report and a</p>

Articles	Original articles	Amended articles
	<p>The Company shall also send a copy of the abovementioned notice to each holder of the Overseas-Listed Foreign-Invested Shares by prepaid mail at the recipient’s address shown in the register of shareholders.</p> <p>Where the auditor’s notice of resignation contains a statement of circumstances which are required to be accounted for, it may require the board of directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances in connection with his resignation.</p>	<p>copy shall be kept at the Company’s address for inspection by the shareholders.</p> <p>The Company shall also send a copy of the abovementioned notice to each holder of the Overseas-Listed Foreign-Invested Shares by prepaid mail at the recipient’s address shown in the register of shareholders.</p> <p>Where the auditor’s notice of resignation contains a statement of circumstances which are required to be accounted for, it may require the board of directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances in connection with his resignation.</p>

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) 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 18 September 2013 at 10:00 a.m. to consider, if thought fit, pass with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 2 August 2013 (the “Circular”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. **“THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications and submissions to the Stock Exchange and (if applicable) any other regulatory or governmental authority(ies) for the Transfer of Listing;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
 - (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

* For identification purpose only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

2. **“THAT**

- (a) Subject to the passing of the special resolution number 1 above and the completion of the Transfer of Listing of the Company, the articles of association of the Company as amended with the inclusion therein of the Articles Amendments be hereby adopted as the new Articles of Association of the Company in replacement and revocation of the existing Articles of Association of the Company, effective from the date of completion of the Transfer of Listing and the listing of and commencement of dealings in the H Shares on the Main Board of the Stock Exchange; and the Board of Directors be is hereby authorised to make further amendments to the Articles of Association in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other requirements of the relevant regulatory authorities; and
- (b) The Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (where applicable, to affix the seal of the Company) as it considers necessary, appropriate or expedient to give effect to the Articles Amendment, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong, and to make further amendments as may be required by any government authorizes in the PRC.”

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

Shanghai, the PRC, 2 August 2013

Notes:

1. Persons who hold H Shares and/or Domestic Shares and whose names appear on the Register of Members of the Company as at 19 August 2013 shall be entitled to attend the EGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the EGM 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 EGM 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 19 August 2013 to 18 September 2013 (both dates inclusive) during which period no transfer of H shares will be registered. To be qualified to attend the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong no later than 4:30 p.m. on 16 August 2013.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. An explanatory statement containing further details regarding the proposed Resolution No.2 set out in the above notice as required by the GEM Listing Rules is set out in Appendix 1 of the Circular.

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS



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 THE CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the class meeting of the H shareholders (the “Class Meeting of H Shareholders”) 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 18 September 2013 at 11:00 a.m. (or as soon as the extraordinary general meeting of the Company to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) to consider, if thought fit, pass with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 2 August 2013 (the “Circular”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. **“THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications and submissions to the Stock Exchange and (if applicable) any other regulatory or governmental authority(ies) for the Transfer of Listing;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and

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- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. **“THAT**

- (a) Subject to the passing of the special resolution number 1 above and the completion of the Transfer of Listing of the Company, the articles of association of the Company as amended with the inclusion therein of the Articles Amendments be hereby adopted as the new Articles of Association of the Company in replacement and revocation of the existing Articles of Association of the Company, effective from the date of completion of the Transfer of Listing and the listing of and commencement of dealings in the H Shares on the Main Board of the Stock Exchange; and the Board of Directors be is hereby authorised to make further amendments to the Articles of Association in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other requirements of the relevant regulatory authorities; and
- (b) The Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (where applicable, to affix the seal of the Company) as it considers necessary, appropriate or expedient to give effect to the Articles Amendment, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong, and to make further amendments as may be required by any government authorizes in the PRC.”

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

Shanghai, the PRC, 2 August 2013

Notes:

1. Persons who hold H Shares and whose names appear on the Register of Members of the Company as at 19 August 2013 shall be entitled to attend the class meeting of H Shareholders. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the class meeting of H Shareholders 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 class meeting of H Shareholders at the Company’s registered office or the Company’s principal place of business in Hong Kong as stipulated in the proxy form.

NOTICE OF THE CLASS MEETING OF H SHAREHOLDERS

4. The Register of Members of the Company in Hong Kong will be closed from 19 August 2013 to 18 September 2013 (both dates inclusive) during which period no transfer of H shares will be registered. To be qualified to attend the class meeting of H Shareholders, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:30 p.m. on 16 August 2013.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the class meeting of H Shareholders if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. An explanatory statement containing further details regarding the proposed Resolution No.2 set out in the above notices as required by the GEM Listing Rules is set out in Appendix 1 of the Circular.

NOTICE OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS



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NOTICE OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the class meeting of the domestic shareholders (the “Class Meeting of Domestic Shareholders”) 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 18 September 2013 at 11:30 a.m. (or as soon as the class meeting of H shareholders of the Company to be convened at the same date and place at 11:00 a.m. shall conclude or adjourn) to consider, if thought fit, pass with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 2 August 2013 (the “Circular”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. **“THAT**

- (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “Transfer of Listing”) of the H Shares from the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to the main board (the “Main Board”) of the Stock Exchange, be and is hereby approved, confirmed and ratified in all aspects;
- (b) the board of directors (the “Board”) of the Company be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing (the “Authorization”), including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications and submissions to the Stock Exchange and (if applicable) any other regulatory or governmental authority(ies) for the Transfer of Listing;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and

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NOTICE OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS

- (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. **“THAT**

- (a) Subject to the passing of the special resolution number 1 above and the completion of the Transfer of Listing of the Company, the articles of association of the Company as amended with the inclusion therein of the Articles Amendments be hereby adopted as the new Articles of Association of the Company in replacement and revocation of the existing Articles of Association of the Company, effective from the date of completion of the Transfer of Listing and the listing of and commencement of dealings in the H Shares on the Main Board of the Stock Exchange; and the Board of Directors be is hereby authorised to make further amendments to the Articles of Association in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other requirements of the relevant regulatory authorities; and
- (b) The Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (where applicable, to affix the seal of the Company) as it considers necessary, appropriate or expedient to give effect to the Articles Amendment, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong, and to make further amendments as may be required by any government authorizes in the PRC.”

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

Shanghai, the PRC, 2 August 2013

Notes:

1. Persons who hold Domestic Shares and whose names appear on the Register of Members of the Company as at 19 August 2013 shall be entitled to attend the class meeting of Domestic Shareholders. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the class meeting of Domestic Shareholders 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 class meeting of Domestic Shareholders at the Company’s registered office or the Company’s principal place of business in Hong Kong as stipulated in the proxy form.

NOTICE OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS

4. The Register of Members of the Company will be closed from 19 August 2013 to 18 September 2013 (both dates inclusive) during which period no transfer of domestic shares will be registered.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the class meeting of Domestic Shareholders if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. An explanatory statement containing further details regarding the proposed Resolution No.2 set out in the above notices as required by the GEM Listing Rules is set out in Appendix 1 of the Circular.