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This announcement, for which the directors (the “Directors”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.



上海復旦微電子集團股份有限公司

Shanghai Fudan Microelectronics Group Company Limited*

(a joint stock limited company incorporated in the People’s Republic of China)

(Stock Code: 8102)

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;

* For identification purpose only

- (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.”

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 authorities 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.
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.

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 publish on the Company's website at www.fmsh.com.