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上海復旦微電子集團股份有限公司

**Shanghai Fudan Microelectronics Group Company Limited\***

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

(Stock Code: 8102)

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS HELD ON 18 SEPTEMBER 2013**

The Board is pleased to announce that all the resolutions to approve the Transfer of Listing and Articles Amendments as set out in the Notice of EGM, the H Shares Notice and the Domestic Shares Notice were duly passed by poll at the EGM and Class Meetings held on 18 September 2013.

Reference is made to the circular (the "Circular"), notice of extraordinary general meeting (the "Notice of EGM"), notice of class meeting of H shareholders (the "H Shares Notice") and notice of class meeting of domestic shareholders (the "Domestic Shares Notice") dated 2 August 2013 of Shanghai Fudan Microelectronics Group Company Limited (the "Company"). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular.

The board of directors of the Company (the "Board") is pleased to announce that all the resolutions to approve the Transfer of Listing and Articles Amendments as set out in the Notice of EGM, the H Shares Notice and the Domestic Shares Notice were duly passed by poll at the EGM and Class Meetings held on 18 September 2013.

Tricor Tengis Limited, the Company's share registrar in Hong Kong, was appointed by the Company as scrutineer for vote-takings at the EGM and the Class Meetings. The following are the poll results of the resolutions passed at the EGM and the Class Meetings:

### **POLL RESULTS OF THE EGM**

As at the date of the EGM, the Company has a total of 617,330,000 Shares of RMB0.10 each in issue. None of the Shares entitled the holders to attend and vote only against the resolutions at the EGM, and no Shareholder was required to abstain from voting in respect of the resolutions. The total Shares with voting rights represented by the Shareholders attending the EGM were 434,480,000 Shares, representing approximately 70.38% of the total issued Shares of the Company as at the date of the EGM.

Special resolutions		Number of votes (approximately %)		
		For	Against	Total votes
1.	<p>(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;</p> <p>(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:</p> <p>(i) determining the timetable thereof;</p> <p>(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;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(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.</p>	434,480,000 (100 %)	0 (0%)	434,480,000

2.	<p>(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 and are 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 dealing in the H Shares on the Main Board of the Stock Exchange; and the Board be and 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</p> <p>(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 Amendments, 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.</p>	434,480,000 (100 %)	0 (0%)	434,480,000
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As more than two-third of the votes were casted in favour of the special resolutions 1 and 2, the above resolutions were duly passed as special resolutions of the Company respectively.

## **POLL RESULTS OF THE CLASS MEETING OF H SHAREHOLDERS**

As at the date of the Class Meeting of H Shareholders, the Company has a total of 242,330,000 Shares of RMB0.10 each in issue. None of the H Shares entitled the holders to attend and vote only against the resolutions at the Class Meeting of H Shareholders, and no H Shareholder was required to abstain from voting in respect of the resolutions. The total H Shares with voting rights represented by the H Shareholders attending the Class Meeting of H Shareholders were 69,834,000 Shares, representing approximately 28.82% of the total issued H Shares of the Company as at the date of the Class Meeting of H Shareholders.

Special resolutions		Number of votes (approximately %)		
		For	Against	Total votes
1.	<p>(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;</p> <p>(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:</p> <p>(i) determining the timetable thereof;</p> <p>(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;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(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.</p>	69,834,000 (100 %)	0 (0%)	69,834,000

2.	<p>(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 and are 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 dealing in the H Shares on the Main Board of the Stock Exchange; and the Board be and 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</p> <p>(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 Amendments, 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.</p>	69,834,000 (100 %)	0 (0%)	69,834,000
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As more than two-third of the votes were casted in favour of the special resolutions 1 and 2, the above resolutions were duly passed as special resolutions of the Company respectively.

## **POLL RESULTS OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS**

As at the date of the Class Meeting of Domestic Shareholders, the Company has a total of 375,000,000 Shares of RMB0.10 each in issue. None of the Domestic Shares entitled the holders to attend and vote only against the resolutions at the Class Meeting of Domestic Shareholders, and no Domestic Shareholder was required to abstain from voting in respect of the resolutions. The total Domestic Shares with voting rights represented by the Domestic Shareholders attending the Class Meeting of Domestic Shareholders were 375,000,000 Shares, representing 100% of the total issued Domestic Shares of the Company as at the date of the Class Meeting of Domestic Shareholders.

Special resolutions		Number of votes (approximately %)		
		For	Against	Total votes
1.	<p>(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;</p> <p>(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:</p> <p>(i) determining the timetable thereof;</p> <p>(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;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(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.</p>	375,000,000 (100 %)	0 (0%)	375,000,000

2.	<p>(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 and are 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 dealing in the H Shares on the Main Board of the Stock Exchange; and the Board be and 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</p> <p>(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 Amendments, 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.</p>	375,000,000 (100 %)	0 (0%)	375,000,000
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As more than two-third of the votes were casted in favour of the special resolutions 1 and 2, the above resolutions were duly passed as special resolutions of the Company respectively.

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

Shanghai, the PRC, 18 September 2013

As at the date of this announcement, the Company's executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Ms. Cheng Junxia and Mr. Wang Su; non-executive directors are Ms. Zhang Qianling, Mr. He Lixing and Mr. Shen Xiaozu and independent non-executive directors are Mr. Cheung Wing Keung, Mr. Guo Li, Mr. Chen Baoying and Mr. Lin Fujiang.

*This announcement will remain on the GEM website [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from day of its posting and on the Company's website at [www.fmsh.com](http://www.fmsh.com).*

\* For identification purposes only