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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: 1385)

CHANGE IN SHAREHOLDING STRUCTURE OF A SUBSTANTIAL SHAREHOLDER

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The Board announces that, on 16 May 2014, the Board was informed by SCI, a substantial shareholder of the Company that the State-owned Assets Supervision and Administration Commission of the Municipal Government of Shanghai has agreed and completed the transfer all its interests of SCI to Shanghai Bailian, a state-owned enterprise wholly owned by the Shanghai Municipal Government.

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board of directors (the "Board") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") announces that, on 16 May 2014, the Board was informed by Shanghai Commerce and Invest (Group) Corporation ("SCI"), a substantial shareholder of the Company that the State-owned Assets Supervision and Administration Commission of the Municipal Government of Shanghai has agreed and completed the transfer all its interests of SCI to Shanghai Bailian Group Company Limited ("Shanghai Bailian"), a state-owned enterprise wholly owned by the Shanghai Municipal Government.

Upon completion of the above restructuring, the Company continues to be owned as to 109,620,000 domestic shares of the Company representing approximately 17.76% of the Company's issued share capital by Shanghai Fudan Technology Enterprise Holdings Limited, approximately 70.20% of the registered capital of which is held by SCI which in turn is ultimately held by Shanghai Bailian.

The Board considers that the above restructuring will not have any impact on the financial position and operations of the Company and its subsidiaries.

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

Shanghai, the PRC, 16 May 2014

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.

** For identification purposes only*