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This announcement, for which the directors of Shanghai Fudan Microelectronics Company Limited (the “Directors”) 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 (“GEM”) 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



上海復旦微電子股份有限公司

Shanghai Fudan Microelectronics Company Limited*

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

(Stock Code: 8102)

NOTICE OF BOARD OF DIRECTORS' MEETING

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Company Limited (the “Company”) hereby announces that a meeting of the Board will be held at Building 4, Lane 127, Guotai Road, Shanghai, PRC on 22 March 2007 at 2:00 p.m. to transact the following purposes:

- (1) To consider, and if thought fit, to approve the audited consolidated accounts of the Company and its subsidiaries for the year ended 31 December 2006 and to approve the draft announcement of the final results to be published on the websites of the GEM and the Company;
- (2) To consider the payment of dividends, if any;
- (3) To consider the closure of the Register of Members, if necessary;
- (4) To convene the Annual General Meeting of the Company and Extraordinary General Meeting for class shareholders; and
- (5) To transact any other business.

By order of the Board
Shanghai Fudan Microelectronics Company Limited
Jiang Guoxing
Chairman

Shanghai, PRC, 5 March 2007

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. Leung Tin Pui, Mr. Cheung Wing Keung and Mr. Guo Li.

This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

* For identification purposes only