

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 of Hong Kong Limited for the purpose of giving information with regard to Shanghai Fudan Microelectronics Company Limited. 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)

**RESULTS OF ANNUAL GENERAL MEETING
AND
EXTRAORDINARY GENERAL MEETINGS**

The Board is pleased to announce that all the resolutions as set out in the Notice of AGM and Notices of EGMs were duly passed by show of hands at the AGM and EGMs respectively.

RESULTS OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “AGM”) dated 29 March 2007 (the “Notice of AGM”) and the circular issued on the same date of Shanghai Fudan Microelectronics Company Limited (the “Company”).

The board of directors of the Company (the “Board”) is pleased to announce that all the resolutions (including the special resolutions to authorise the Board to allot, issue and deal with additional domestic and H shares of the Company and to repurchase the H shares of the Company) as set out in the Notice of AGM were duly passed by show of hands at the AGM held on 25 May 2007.

RESULTS OF EXTRAORDINARY GENERAL MEETINGS

Reference is made to the notices of extraordinary general meetings for holders of H shares and domestic shares (the “Notices of EGMs”) and the circular of the Company all issued on 29 March 2007.

The Board is pleased to announce that all the special resolutions as set out in the Notices of EGMs were duly passed by show of hands at the EGMs held on 25 May 2007.

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

Shanghai, the PRC, 25 May 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 day of its posting.

** For identification purposes only*