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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 (the “GEM Listing Rules”) 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)

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “Board”) of directors of Shanghai Fudan Microelectronics Company Limited (the “Company”) regrets to announce that a notification was received today regarding the recent pass away of Professor Leung Tin Pui (“Professor Leung”), an independent non-executive director (“INED”) and chairman of the audit committee, the remuneration committee and the nomination committee of the Company.

The Board wishes to express its gratitude to the late Professor Leung for his valuable contribution to the Company during his term of office and the deepest sorrow for his death and conveys the condolences to his family.

Pursuant to Rule 5.05(1) and Rule 5.28 of the GEM Listing Rules, every board of directors of a listed issuer must include at least 3 INEDs and the audit committee must comprise a minimum of three non-executive directors respectively. The Board noted that, following the pass away of the late Professor Leung, the

number of INEDs and the number of audit committee members both fall below the minimum requirements. The Board shall use its best endeavour to look for a suitable candidate to fill the casual vacancies as soon as possible to comply with Rule 5.06 and Rule 5.33 of the GEM Listing Rules.

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

Shanghai, the PRC, 20 September 2007

\* *For identification purposes only*

*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 and Mr. Guo Li.*

*This announcement will remain on the "Latest Company Announcement" page of the GEM website for 7 days from the date of its publication.*