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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 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 EXTRAORDINARY GENERAL MEETING
FOR HOLDERS OF H SHARES**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “H Shareholders’ EGM”) of the holders of foreign invested shares of RMB0.10 each (“H Shares”) in Shanghai Fudan Microelectronics Company Limited (the “Company”) will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on 25 May 2007 at 10:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company (“AGM”) which has been convened to be held at the same place and on the same day) to consider, if thought fit, pass the following special resolutions to authorize the board of directors to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of the H Shares in issue of the Company:

1. **“THAT:**

- (a) subject to the paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (e) below) during which the board of directors may exercise all the powers of the Company to repurchase H Shares in issue of the Company on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the relevant PRC regulatory authorities, the Stock Exchange or of any other governmental or regulatory body be and is hereby approved;

- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the AGM and the extraordinary general meeting (the “Domestic Shareholders’ EGM”) for holders of domestic invested shares of RMB 0.10 each of the Company both to be held on 25 May 2007 (or on such adjourned dates as may be applicable) respectively;
 - (ii) the approval of all the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 23 of the Articles of Association of the Company;
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the board of directors be hereby authorised to:
 - (i) make such amendments to the Articles of Association the Company accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in general meeting.”

2. **“THAT:**

Conditional upon special resolutions numbered 4 and 5 as set out in the notice of AGM and special resolutions numbered 1 and 2 as set out in the notice of Domestic Shareholders’ EGM being passed, the aggregate nominal amount of H Shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in special resolution numbered 1 above, shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to special resolution numbered 4 as set out in the notice of AGM.”

**NOTICE OF EXTRAORDINARY GENERAL MEETING
FOR HOLDERS OF DOMESTIC SHARES**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Domestic Shareholders’ EGM”) of the holders of domestic invested shares of RMB0.10 each (“Domestic Shares”) in Shanghai Fudan Microelectronics Company Limited (the “Company”) will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on 25 May 2007 at 11:00 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting for the holders of H shares of the Company (“H Shareholders’ EGM”) which has been convened to be held at the same place and on the same day) to consider, if thought fit, pass the following special resolutions to authorize the board of directors to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of the H Shares in issue of the Company:

1. **“THAT:**

- (a) subject to the paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (e) below) during which the board of directors may exercise all the powers of the Company to repurchase H Shares in issue of the Company on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body he and is hereby approved;
- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution (i) in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the annual general meeting of the Company and the H Shareholders’ EGM both to be held on 25 May 2007 (or on such adjourned dates as may be applicable);

- (ii) the approval of all relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 23 of the Articles of Association of the Company;
- (d) subject to approval of all PRC regulatory authorities for the repurchase of such H Shares being granted, the board of directors be hereby authorised to:
- (i) make such amendments to the Articles of Association of the Company accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in general meeting.

2. “**THAT**

Conditional upon special resolutions numbered 4 and 5 as set out in the notice of AGM and special resolutions numbered 1 and 2 as set out in the notice of H Shareholders’ EGM being passed, the aggregate nominal amount of H Shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in special resolution numbered 1 above, shall be added to the aggregate nominal amount of share capital that may be

allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to special resolution numbered 4 as set out in the notice of AGM.”

By Order of the Board
Jiang Guoxing
Chairman

Shanghai, the PRC, 29 March 2007

Notes:

1. Persons who hold H Shares and/or Domestic Shares and whose names appear on the Register of Members of the Company as at 25 April 2007 shall be entitled to attend the H Shareholders' EGM and/or Domestic Shareholders' EGM respectively. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the H Shareholders' EGM and/or Domestic Shareholders' EGM is entitled to appoint one or more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney, must be deposited not less than 24 hours before the time appointed for the holding of the H Shareholders' EGM and/or Domestic Shareholders' EGM at the Company's registered office or the Company's principal place of business in Hong Kong as stipulated in the proxy form.
4. The Register of Members of the Company in Hong Kong will be closed from 25 April 2007 to 24 May 2007 (both dates inclusive) during which period no transfer of H shares will be registered. To be qualified to attend the H shareholders' EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:00 p.m. on 24 April 2007.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the H Shareholders' EGM and/or Domestic Shareholders' EGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. An explanatory statement containing further details regarding the proposed Resolution No. 1 set out in the above notices as required by the GEM Listing Rules is set out in Appendix 1 of the circular.

* *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. 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 and on the Company's website for at least 7 days from the day of its posting.