



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)

**REPLY SLIP FOR EXTRAORDINARY GENERAL MEETING
FOR HOLDERS OF FOREIGN INVESTED SHARES**

To: Shanghai Fudan Microelectronics Company Limited (the "Company")

I/We ⁽¹⁾ _____ of
_____ being the registered holder(s) of ⁽²⁾ _____
foreign invested shares ("H Shares") of RMB0.10 each in the share capital of the Company, hereby inform the Company that I/we intend to attend (in person or by proxy) the extraordinary general meeting for the holders of H Shares to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 27 May 2007 at 10:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company which has been convened to be held at the same place and on the same day).

Date: _____ 2007

Signature of Shareholder: _____

Notes:

1. Please insert your full name(s) and address in block capitals as shown in the register of members of the Company.
2. Please insert the number of shares registered in your name.
3. In order for the Company to determine whether it shall publish public notice to inform its shareholders about this extraordinary general meeting, please complete and sign the confirmation slip, and return the confirmation slip to the Company by hand, post or fax (at the address or fax number set out below) on or before 4 May 2007.

Registered office:

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Shanghai
The People's Republic of China
Fax No.: (21) 6565 9115

Principal place of business in Hong Kong:

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Kowloon
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* For identification only