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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Shanghai Fudan Microelectronics Group Company Limited**, you should at once had this circular and the accompanying confirmation slip and form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**上海復旦微電子集團股份有限公司**  
Shanghai Fudan Microelectronics Group Company Limited\*  
(a joint stock limited company incorporated in the People's Republic of China)  
(Stock Code: 1385)

**PROPOSALS FOR  
RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People's Republic of China on 30 May 2014 (Friday) at 10:00 a.m. is set out on pages 9 to 11 of this circular.

Whether or not you are able to attend and/or vote at the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the AGM or any adjournment thereof to the Company's registered office or principal place of business in Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

11 April 2014

\* For identification purpose only

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> . . . . .	1-2
 <b>LETTER FROM THE BOARD</b>	
Introduction . . . . .	3
Renewal of General Mandate to issue new Shares . . . . .	3-4
Re-election of retiring Directors . . . . .	4
AGM . . . . .	4
Final Dividend and Closure of Register of Members . . . . .	4-5
Recommendation . . . . .	5
Responsibility Statement . . . . .	5
 <b>APPENDIX 1 – THE BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS                   PROPOSED TO BE RE-ELECTED</b> . . . . .	
	6-8
 <b>APPENDIX 2 – NOTICE OF ANNUAL GENERAL MEETING</b> . . . . .	
	9-11

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## DEFINITIONS

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“AGM”	the annual general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on 30 May 2014 at 10:00 a.m.
“Article(s)”	the articles of association of the Company
“Board”	the board of Directors
“Company”	上海復旦微電子集團股份有限公司 (Shanghai Fudan Microelectronics Group Company Limited*), a joint stock limited company incorporated in the PRC and whose H shares are listed on main board of the Stock Exchange
“Directors”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB0.10 each in the capital of the Company which are subscribed for in Renminbi
“Final Dividend”	the proposed final dividend of RMB8 cents per Share for the year ended 31 December 2013
“General Mandate”	the proposed general mandate to be granted to the Directors at the AGM to permit the allotment and issue of new Shares in the Company of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“H Share(s)”	foreign invested share(s) of nominal value of RMB0.10 each in the capital of the Company which are listed on main board of the Stock Exchange and subscribed for in HK dollars
“Latest Practicable Date”	8 April 2014 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	registered Domestic Shareholders and H Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* For identification purpose only

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	Percent

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## LETTER FROM THE BOARD

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### 上海復旦微電子集團股份有限公司

Shanghai Fudan Microelectronics Group Company Limited\*

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

(Stock Code: 1385)

*Executive Directors*

Mr. Jiang Guoxing (*Chairman*)  
Mr. Shi Lei (*Managing Director*)  
Mr. Yu Jun (*Deputy Managing Director*)  
Ms. Cheng Junxia  
Mr. Wang Su

*Non-executive Directors*

Ms. Zhang Qianling  
Mr. He Lixing  
Mr. Shen Xiaozu

*Independent non-executive Directors*

Mr. Cheung Wing Keung  
Mr. Guo Li  
Mr. Chen Baoying  
Mr. Lin Fujiang

*Registered Office:*

No.220 Handan Road  
Shanghai  
The PRC

*Principal Place of Business:*

*In the PRC:*  
Building 4, Lane 127, Guotai Road  
Shanghai, the PRC

*In Hong Kong:*

Flat 6, 5/F., East Ocean Centre  
98 Granville Road  
Tsimshatsui East  
Kowloon  
Hong Kong

Dear Sir or Madam:

**PROPOSALS FOR  
RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with further information regarding the resolutions to be proposed at the forthcoming AGM: (i) to renew the General Mandate to issue new Shares; (ii) to re-elect the retiring Directors; and (iii) to give you notice of AGM.

#### A. RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES

The General Mandate was given by the Shareholders in the last annual general meeting of the Company being held on 31 May 2013 to the Directors to exercise the powers of the Company to issue new Shares, and thereafter, such mandate has not been renewed. In accordance with conditions of the General

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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Mandate granted, such mandate will be lapsed at the conclusion of the forthcoming AGM. A special resolution will be proposed by the Directors at the forthcoming AGM for the Shareholders' approval to renew the General Mandate to the Directors to exercise the powers of the Company to issue new Shares.

### **B. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 87 of the Articles, Mr. Jiang Guoxing, Mr. Yu Jun, Madam Cheng Junxia, and Mr. Guo Li will retire by rotation at the conclusion of the forthcoming AGM and being eligible, offer themselves for re-election.

The biographical details of the aforesaid retiring Directors proposed to be re-elected are set out in Appendix 1 to this circular. An ordinary resolution approving their re-elections will be proposed at the forthcoming AGM.

The re-election of retiring Directors has been reviewed by the Nomination Committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM.

### **C. AGM**

A notice convening the AGM is set out in Appendix 2 to this circular.

Pursuant to the Listing Rules and in accordance with article 66 of the Articles, all of the resolutions set out in the notice of AGM will be voted by poll.

### **D. FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

The Board has recommended the payment of Final Dividend which is subject to the passing of resolution in the AGM and will be paid on 15 July 2014.

#### **For AGM**

Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 30 April 2014 shall be entitled to attend the AGM. To be qualified to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on 29 April 2014.

For the purpose of AGM, the Register of Members of the Company will be closed from 30 April 2014 to 30 May 2014 (both days inclusive) and during which no transfer of H shares will be effected.

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## LETTER FROM THE BOARD

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### **For Final Dividend**

Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 9 June 2014 shall be entitled to the Final Dividend. To be qualified to the Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on 5 June 2014.

For the purpose of the Final Dividend, the Register of Members of the Company will be closed from 6 June 2014 to 9 June 2014 (both days inclusive) and during which no transfer of H shares will be effected.

### **RECOMMENDATION**

The Directors consider that the proposals for renewal of the General Mandate and re-election of retiring Directors are in the best interests of the Company and its shareholders and, accordingly, recommend that all Shareholders to vote in favour of the above proposed resolutions in the AGM.

No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

Shanghai, the PRC, 11 April 2014

\* For identification purpose only

At the AGM, an ordinary resolution to re-elect the following retiring Directors will be proposed and details of the relevant Directors are as follows:

**Mr. Jiang Guoxing** (“Mr. Jiang”), aged 60, joined the Company in July 1998, is the Chairman of the Company. Mr. Jiang is a professor grade senior engineer and graduated with a degree in computer science from Shanghai Fudan University (the “Fudan University”) in February 1977.

He is also the director and general manager of Shanghai Fudan Fuhua Technology Company Limited, a company listed on the Stock Exchange of Shanghai since November 2007. He was the in-charge of the School of Industrialization and School Property Office in Fudan University from February 1995 to October 2007. He was the non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd., a company previously listed on the Growth Enterprise Market of the Stock Exchange.

The current term of office of Mr. Jiang as an executive Director commenced on 19 July 2012 and will end on 18 July 2015 and will continue thereafter unless terminated by a three months’ prior written notice by either party and will be subject to retirement by rotation or re-election in accordance with the Articles. Pursuant to his service contract, Mr. Jiang is entitled to an annual determined annual salary of RMB300,000. The remuneration payable to Mr. Jiang is determined by the remuneration committee of the Company (the “Remuneration Committee”) with reference to his contribution of time, effort and expertise on the Company’s matters.

As at the Latest Practicable Date, Mr. Jiang is interested in 8,652,300 Domestic Shares, representing 1.4% of the Company’s total issued share capital.

**Mr. Yu Jun** (“Mr. Yu”), aged 46, joined the Company in July 1998, is the Deputy Managing Director of the Company and a director respectively of the Company’s subsidiaries namely, Beijing Fudan Microelectronics Technology Company Limited, Shanghai Doublepoint Information Technology Co., Ltd. and Shanghai Fukong Hualong Micro-systems Technology Limited. He graduated with a bachelor’s degree in Electronics Engineering and a master’s degree in Electronics and Information Systems from the Fudan University in July 1990 and July 1998 respectively and is a senior engineer. Mr. Yu was the tutor and deputy director of the Research Institute for Integrated Circuit Designs of the Fudan University and the chief engineer of Shanghai Fudan High Tech Company since 1990 before joining the Company. He has extensive knowledge and experience in the design of integrated circuits and systems.

The current term of office of Mr. Yu as an executive Director commenced on 19 July 2012 and will end on 18 July 2015 and will continue thereafter unless terminated by a three months’ prior written notice by either party and will be subject to retirement by rotation or re-election in accordance with the Articles. Pursuant to his service contract, Mr. Yu is entitled to an annual determined annual salary of RMB1,500,000. The remuneration payable to Mr. Yu is determined by the Remuneration Committee with reference to his contribution of time, effort and expertise on the Company’s matters. Apart from and in addition to the above salary, Mr. Yu is entitled to an incentive bonus each year, which is determined by the Remuneration Committee with reference to the profitability of the Group and the market conditions.

As at the Latest Practicable Date, Mr. Yu is interested in 10,961,530 Domestic Shares, representing 1.78% of the Company’s total issued share capital.



**Madam Cheng Junxia** (“Madam Cheng”), aged 67, joined the Company in July 1998, is the Chief Engineer of the Company. She graduated with a degree in semiconductor of physics department from Fudan University in August 1970. She was a professor and a director of the Research Institute for Integrated Circuit Designs of the Fudan University from 1995 to 1998 and she is the general manager of Shanghai Fudan High Tech Company from 1995. She has extensive knowledge and experience in the design and manufacture of integrated circuits.

The current term of office of Madam Cheng as an executive Director commenced on 19 July 2012 and will end on 18 July 2015 and will continue thereafter unless terminated by a three months’ prior written notice by either party and will be subject to retirement by rotation or re-election in accordance with the Articles. Pursuant to her service contract, Madam Cheng is entitled to an annual determined annual salary of RMB800,000. The remuneration payable to Madam Cheng is determined by the Remuneration Committee, with reference to her contribution of time, effort and expertise on the Company’s matters. Apart from and in addition to the above salary, Madam Cheng is entitled to an incentive bonus each year, which is determined by the Remuneration Committee with reference to the profitability of the Group and the market conditions.

As at the Latest Practicable Date, Madam Cheng is interested in 8,076,920 Domestic Shares, representing 1.31% of the Company’s total issued share capital.

**Mr. Guo Li** (“Mr. Guo”), aged 67, joined the Company in May 2006 and is a member of the audit committee, remuneration committee and nomination committee of the Company, respectively. He is a professor and doctoral supervisor. He graduated from the Department of Radio Electronics (majoring in electronic computer) from University of Science and Technology of China in July 1970.

Mr. Guo is a senior member of China Electronics Academy and a member of China Image and Graphics Academy. He is now the director of the Academic Committee of Department of Science and Technology in the University of Science and Technology as well as its Laboratory of Circuit and System. Mr. Guo has been carrying the researches in digital signal processing, image processing and IC design etc. and was a visiting scholar in the Department of Computer in the University of Notre Dame in the United States.

The current term of office of Mr. Guo as an independent non-executive Director commenced on 31 May 2013 and will end on the date of the next annual general meeting of the Company to be held in May 2014 and will be subject to retirement by rotation or re-election in accordance with the Articles. Pursuant to his service contract, Mr. Guo is entitled to a monthly travelling allowance of RMB3,000 but no Director’s fee.

As at the Latest Practicable Date, Mr. Guo had no personal interest in any of the shares of the Company.

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Board, the Directors confirmed that:

1. All the above Directors do not have any relationship with any Directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company;
2. All the above Directors does not hold any positions in the Company or any members of the Company; and
3. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders. Nor is there any information regarding the above directors required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.



# 上海復旦微電子集團股份有限公司

Shanghai Fudan Microelectronics Group Company Limited\*

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

(Stock Code: 1385)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on 30 May 2014 at 10:00 a.m. for the following purposes:–

### ORDINARY RESOLUTION

1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2013;
2. To re-elect retiring directors and to authorise the board of directors (“Board”) to fix their remuneration;
3. To approve the payment of a final dividend for the year ended 31 December 2013;
4. To appoint auditors and to authorise the Board to fix their remuneration;

To consider, if thought fit, pass with or without amendments, the following special resolutions:

### SPECIAL RESOLUTION

5. **“THAT:**
  - (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Board during the Relevant Period (as defined in paragraph (f) below) of all the powers of the Company separately or concurrently to allot, issue and deal with the domestic invested shares of RMB0.10 each in the share capital of the Company (“Domestic Shares”) and/or the foreign invested shares of RMB0.10 each in the share capital of the Company (“H Shares”) be and is hereby approved;
  - (b) the approval in paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Domestic Shares and/or H Shares to be allotted and issued either during or after the end of the Relevant Period;

\* For identification purpose only

- (c) the aggregate nominal value of Domestic Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the Domestic Shares then in issue at the date of the passing of this resolution;
- (d) the aggregate nominal value of H Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the H Shares then in issue at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be conditional upon the approval of the relevant PRC regulatory authorities being obtained by the Company;
- (f) 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.

“**rights issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange); and

- (g) the Board be and is hereby authorised to make such amendments to articles 15, 16 and 19 of the Articles as it thinks fit so as to increase the registered share capital and to reflect the new capital structure of the Company as a result of the allotment and issuance of shares of the Company pursuant to the approval granted under paragraph (a) above.”

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

Shanghai, the PRC, 11 April 2014

*Registered office:*  
No. 220 Handan Road  
Shanghai  
The PRC

*Principal place of business in Hong Kong:*  
Flat 6, 5/F., East Ocean Centre  
98 Granville Road  
Tsimshatsui East  
Kowloon  
Hong Kong

*Notes:*

1. Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 30 April 2014 shall be entitled to attend the AGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the AGM 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 AGM 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 30 April 2014 to 30 May 2014 (both dates inclusive) during which period no transfer of H shares will be registered. To be qualified to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:00 p.m. on 29 April 2014.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Information containing further details regarding the proposed resolution No. 2 set out in the above notice as required by the Listing Rules are set out in Appendix 1 of this circular.

\* For identification purpose only