

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : Shanghai Fudan Microelectronics Company Limited

上海復旦微電子股份有限公司

Stock code (H shares): 8102

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 8 November 2006

A. General

Place of incorporation : The People's Republic of China

Date of initial listing on GEM : Friday, 4 August 2000

Name of Sponsor(s) : N/A

Names of directors :

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

Executive directors:-	Jiang Guoxiang (蔣國興)
	Shi Lei (施雷)
	Yu Jun (俞軍)
	Cheng Junxia (程君俠)
	Wang Su (王蘇)

Non-executive directors:-

Zhang Qianling (章倩苓)
He Lixing (何禮興)
Shen Xiaozu (沈曉祖)

Independent non-executive directors:-

Leung Tin Pui (梁天培)
Cheung Wing Keung (張永強)
Guo Li (郭立)

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<u>Name</u>	<u>Interest</u> (%)
:	Staff Shareholding Association of the Company (<i>note 1</i>)	23.10
	Shanghai Fudan High Tech Company (<i>note 2</i>)	17.09
	Shanghai Fudan University (<i>note 2</i>)	17.09
	Shanghai Commerce Invest (Group) Corporation Limited (<i>note 3</i>)	15.25

Notes:

1. These shares are held by the Staff Shareholding Association of the Company which is constituted by members consisting of the executive and non-executive directors, the supervisors, certain employees and ex-employees, various employees of ASIC System State-Key Laboratory of Shanghai Fudan University (“University Laboratory”) and Shanghai Commerce Invest (Group) Corporation (“SCI”), a substantial shareholder of the Company, as well as various individuals engaged in technological co-operation with the University Laboratory.
2. Shanghai Fudan High Tech Company is a state-owned enterprise wholly owned by Shanghai Fudan University.
3. SCI is a state-owned enterprise wholly owned by Shanghai Municipal Government. Of the 95,200,000 domestic shares in which SCI is interested, 46,160,000 domestic shares are held in its own name, 34,620,000 domestic shares are held by a wholly-owned subsidiary of SCI, Shanghai Pacific Commercial Trust Company Limited, and 14,420,000 domestic shares are held by a 74.3%-owned subsidiary, Ningbo Lirong Co., Limited. The 46,160,000 domestic shares held in its own name represent approximately 7.39% of the registered share capital of the Company.

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock Exchange
within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : No. 220 Handan Road,
Shanghai,
People’s Republic of China.

Head office and principal
place of business : In the PRC:
Building 4, Lane 127, Guotai Road,
Shanghai,
People’s Republic of China.

In Hong Kong:
Flat 12, 7/F., East Ocean Centre,
98 Granville Road,
Tsimshatsui East,
Kowloon, Hong Kong.

Web-site address (if applicable) : www.fmsh.com

Share registrar : Tengis Limited
26/F., Tesbury Centre,
28 Queen’s Road East,
Wanchai, Hong Kong.

Auditors : Ernst & Young

B. Business activities

The Company is one of the leading application specific integrated circuit (ASIC) design and system integration company based in the PRC and is mainly engaged in the design and sale of application-specific IC. The subsidiaries are engaged in provision of testing services for IC products; designing and selling of IC testing software and products; production of probe card; as well as the provision of research and consultancy services of IC technology.

C. Ordinary shares

Number of Domestic shares in issue : 375,000,000

Number of H shares in issue : 249,354,000

Par value of H shares in issue : RMB 0.10 per H share

Board lot size (in number of shares) : 4,000 per board lot

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

Details of any other securities in issue. N/A
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Jiang Guoxiang (蔣國興)

Shi Lei (施雷)

Yu Jun (俞軍)

Cheng Junxia (程君俠)

Wang Su (王蘇)

Zhang Qianling (章倩苓)

He Lixing (何禮興)

Shen Xiaozu (沈曉祖)

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