



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Shanghai Fudan Microelectronics Company Limited (“the Company”) will be held at 2/F., Shaw Lecture Hall of Shanghai Fudan University, No. 220 Handan Road, Shanghai, the People’s Republic of China on Tuesday, 28 May 2002 at 10:00 a.m. for the following purposes:-

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 2001;
2. To appoint auditors and to authorise the Board of Directors to fix their remuneration;
3. As special business, to consider, if thought fit, pass the following resolutions as Ordinary Resolutions:

THAT:

- (a) subject to paragraphs (c),(d) and (e) below, the exercise by the Board of Directors of the Company 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 Domestic Shares and/or H Shares be and is hereby approved; and
- (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;
- (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 of association of the Company, 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 of association of the Company, 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 China Securities Regulatory commission being obtained by the Company.
- (f) for the purpose of this ordinary resolution:

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
- (ii) the expiration of a period of twelve months following the passing of this special resolution; or

(iii) 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).

(g) the Board be and is hereby authorised to make such amendments to articles 15,16 and 19 of the articles of association of the Company 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
Jiang Guoxing
Chairman

Shanghai, PRC, 2 April 2002

** For identification purposes only*

Registered Office:

No. 220 Handan Road,
Shanghai,
The People’s Republic of China.

Principal place of business in Hong Kong:

2/F., K.C. Commercial Building,
19 Hennessy Road,
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 28 April 2002 Sunday shall be entitled to attend the AGM after completing and delivering to the Company the enclosed confirmation slip by Tuesday, 7 May 2002. Further details are set out in the confirmation 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 or authority 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 will be closed from Sunday, 28 April 2002 to Monday, 27 May 2002 (both dates inclusive) during which period no transfer of shares will be registered.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid confirmation slip of the AGM attendance, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The announcement will be available from the GEM website. This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from day of its posting.