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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)

RESOLUTIONS PASSED AT THE SPECIAL GENERAL MEETING

Reference is made to the notice of Special General Meeting (“SGM”) dated 2 April 2002 (“Circular”) on the proposed changes of articles 86 and 88 of articles of association (“Articles”) of Shanghai Fudan Microelectronics Company Limited (“Company”) to increase the number of members of the Board; to permit and give more flexibility to the Board to make any investment decision and to appoint Mr. Xu Juyan as an independent non-executive director and a member of the Audit Committee of the Company.

The resolutions have been approved by the shareholders of the Company at the SGM held on 28 May 2002.

The Board is pleased to announce that pursuant to the Circular, the proposed changes of articles 86 and 88 of the Articles to increase the number of members of the Board; to permit and give more flexibility to the Board to make any investment decision and to appoint Mr. Xu Juyan as an independent non-executive director and a member of the Audit Committee of the Company, have been approved by the shareholders of the Company at the SGM by passing the following resolutions as special and ordinary resolutions:

SPECIAL RESOLUTION

- (a) Article 86 of the Articles would be deleted in its entirety and would be replaced by the following paragraph:

“Article 86 The Company shall establish a board of directors. The board of directors shall be composed of not less than 15 directors.”;

- (b) Article 88 of the Articles would be amended by adding the following paragraph as item (12) of Article 88:

“(12) to approve any investment decision including the establishment of subsidiaries or acquisition of shares or equity interests in other companies save as otherwise required by (a) the laws and administrative regulations of the PRC; (b) (where the shares of the Company are listed on a stock exchange) the laws and administrative regulations of the jurisdiction where the shares of the Company are listed; (c) the Articles of Association of the Company; or (d) the relevant government or regulatory body.” and

- (c) Article 88 of the Articles would be further amended by replacing the wordings “(6), (7) and (11)” as appeared in the proviso of Article 88 of the Articles by “(6), (7), (11) and (12)”.

ORDINARY RESOLUTION

Mr. Xu Juyan was appointed as an independent non-executive director and a member of the Audit Committee of the Company with effect from 12 June 2002.

By Order of the Board
Shanghai Fudan Microelectronics Company Limited
Shi Lei
Director

Shanghai, PRC, 28 May 2002

* *For identification purposes only*

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.