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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)*

**NOTICE OF BOARD OF DIRECTORS' MEETING**

The board of the directors (the “Board”) of Shanghai Fudan Microelectronics Company Limited (the “Company”) hereby announces that a meeting of the Board will be held at 7th Floor, Building C, No. 668 East Beijing Road, Shanghai, PRC on 13 May, 2003 at 2:00 pm for the following purposes:

- (1) To consider and approve the unaudited consolidated first quarterly results of the Company and its subsidiaries for the three months ended 31 March, 2003 and approve the draft announcement of the first quarterly results to be published on the GEM website and the Company’s website;
- (2) To consider the closure of the Register of Members, if necessary; and
- (3) To transact any other business.

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

Shanghai, PRC, 28 April, 2003

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the day of its posting.*

*\* For identification purposes only*