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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 Building 4, Lane 127, Guotai Road, Shanghai, PRC on 25th March, 2004 at 1:00 p.m. for the following purposes:

- (1) To consider and approve the audited consolidated annual results of the Company and its subsidiaries for the year ended 31st December, 2003 and approve the draft announcement of the annual results to be published on the GEM website and the Company's website;
- (2) To consider the payment of a final dividend, if any;
- (3) To consider the closure of the Register of Members, if necessary;
- (4) To convene the Annual General Meeting of the Company; and
- (5) To transact any other business.

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

Shanghai, PRC, 8th March, 2004

* *For identification purposes only*

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.