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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)

(Stock Code: 8102)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“SGM”) of Shanghai Fudan Microelectronics Company Limited (the “Company”) will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China on Friday, 28 May 2004 at 9:30 a.m. to consider and if thought fit, pass the following resolutions to amend the articles of association of the Company (the “Articles”) and to appoint an independent non-executive director in order to comply with the amendments to the Appendix 3 of the GEM Listing Rules relating to corporate governance issues which will be effective from 31 March 2004:

1. To amend the Articles as a special resolution:

“THAT:

- (a) i) Article 65 of the Articles be amended by adding the following paragraph:

“Where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”;

- ii) Article 81 of the Articles be amended by adding the following paragraph as item (4) of Article 81:

“Where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution in a class meeting or restricted to voting only for or only against any particular resolution in a class meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”;

- (b) Article 66 of the Articles be amended by adding the following paragraph:

“Voting by poll is required for connected transactions and other transactions which require approval by shareholders and shareholder(s) and their associates that have a material interest must abstain from voting.”;

- (c) The second paragraph of Article 87 of the Articles be amended by adding the following:

“The aforesaid period for lodgment of the notices will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”;

- (d) The third paragraph of Article 87 of the Articles be amended and entirely replaced with the following:

“The number of directors that do not concurrently hold posts in the Company shall be more than one second of the whole number of the directors of the Company. And the Company shall appoint at least three independent directors who are independent from the shareholders of the Company and do not hold posts in the Company either, at least one of whom shall have appropriate professional qualifications or accounting or related financial management expertise as required by the GEM Listing Rules.”; and

- (e) The first sentence of the fourth paragraph of Article 93 of the Articles be amended and entirely replaced with the following:

“A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the same board meeting, but prohibition shall not apply to any of the following matters namely:”

2. As an ordinary resolution:

“**THAT:**

the appointment of Mr. Cheung Wing Keung as an independent non-executive director of the Company be and is hereby approved.”

A circular containing particulars of proposed amendments to the Articles and details of Mr. Cheung will be dispatched to shareholders of the Company on 13 April 2004.

By Order of the Board
Shanghai Fudan Microelectronics Company Limited*
Jiang Guo Xing
Chairman

Shanghai, PRC, 8 April 2004

The directors of the Company comprise the following:–

Executive Directors:

Jiang Guoxing (*Chairman*)

Shi Lei

Yu Jun

Cheng Junxia

Wang Su

Tsai Kao Chung

Non-executive Directors:

Chen Xiaohong

Zhang Qianling

He Lixing

Shen Xiaozu

Independent non-executive Directors:

David Yung

Leung Tin Pui

Xu Juyan

Registered Office:
No. 220 Handan Road
Shanghai
The People's Republic of China

Principal place of business in Hong Kong:
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98 Granville Road
Tsimshatsui East
Kowloon
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 2004 Wednesday shall be entitled to attend the SGM. Further details are set out in the confirmation slip and explanation thereto.
2. Any member entitled to attend and vote at the SGM 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, must be deposited not less than 24 hours before the time appointed for the holding of the SGM 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 Wednesday, 28 April 2004 to Thursday, 27 May 2004 (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 in such event, the instrument appointing a proxy shall be deemed to be revoked.

* *For identification purposes only*

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