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上海復旦微電子集團股份有限公司

Shanghai Fudan Microelectronics Group Company Limited*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 1385)

**RETIREMENT OF EXECUTIVE DIRECTOR
AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES
AND EXECUTIVE FUNCTIONS**

Retirement of Executive Director

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) announces that Mr. Wang Su (“Mr. Wang”), having served on the Board for more than 16 years and because of reaching the retirement age, will not stand for re-election at the forthcoming Annual General Meeting of the Company to be held on 5 June 2015 (the “AGM”) and will retire as an Executive Director of the Company pursuant to Article 87 of the Company’s Articles of Association after the conclusion of the AGM.

With effect from the conclusion of the AGM, Mr. Wang will cease to be an Executive Director, the Authorised Representative (as defined in Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), a member of the Remuneration Committee and a member of the Nomination Committee of the Company, and director of the Company’s subsidiaries, Shenzhen Fudan Microelectronics Company Limited and Shanghai Fudan Microelectronics (HK) Limited.

Mr. Wang has confirmed that he has no disagreement with the Board and that there are no other matters relating to his retirement that need to be brought to the attention of the shareholders of the Company.

The Company would like to express its sincerest gratitude and appreciation to Mr. Wang for his valuable and outstanding contributions and services to both the Board and the Company over the past years.

Changes in the Composition of Board Committees and Executive Functions

The Board has resolved to appoint Madam Cheng Junxia, an Executive Director of the Company, as a member of the Remuneration Committee and a member of the Nomination Committee of the Company, and director of the Company's subsidiaries, Shenzhen Fudan Microelectronics Company Limited and Shanghai Fudan Microelectronics (HK) Limited; and the Company Secretary of the Company, Mr. Li Wing Sum Steven, as the Authorised Representative. These appointments will take effect from the conclusion of the AGM.

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

Shanghai, the PRC, 27 March 2015

As at the date of this announcement, the Company's executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Ms. Cheng Junxia and Mr. Wang Su; non-executive directors are Ms. Zhang Qianling, Mr. He Lixing and Mr. Shen Xiaozu and independent non-executive directors are Mr. Cheung Wing Keung, Mr. Guo Li, Mr. Chen Baoying and Lin Fujiang.

** For identification purpose only*