
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Fudan Microelectronics Group Company Limited, you should at once had this circular and the accompanying confirmation slip and form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

**PROPOSALS FOR
RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) to be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China on 5 June 2015 (Friday) at 10:00 a.m. is set out on pages 8 to 10 of this circular.

Whether or not you are able to attend and/or vote at the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening the AGM or any adjournment thereof to the Company’s registered office or principal place of business in Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

20 April 2015

* *For identification purpose only*

CONTENTS

	<i>Page</i>
DEFINITIONS	1-2
 LETTER FROM THE BOARD	
Introduction	3
Renewal of General Mandate to issue new Shares	4
Re-election of retiring Directors	4
AGM	4
Closure of Register of Members	4
Recommendation	5
Responsibility statement	5
 APPENDIX 1 — THE BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED	
	6-7
 APPENDIX 2 — NOTICE OF ANNUAL GENERAL MEETING	
	8-10

DEFINITIONS

“AGM”	the annual general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on 5 June 2015 at 10:00 a.m.
“Article(s)”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	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 PRC and whose H shares are listed on the main board of the Stock Exchange
“Directors”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of nominal value of RMB0.10 each in the capital of the Company which are subscribed for in Renminbi
“General Mandate”	the proposed general mandate to be granted to the Directors at the AGM to permit the allotment and issue of new Shares in the Company of up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“H Share(s)”	foreign invested share(s) of nominal value of RMB0.10 each in the capital of the Company which are listed on main board of the Stock Exchange and subscribed for in HK dollars
“Latest Practicable Date”	13 April 2015 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	registered Domestic Shareholders and H Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* For identification purpose only

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	Percent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jiang Guoxing (*Chairman*)
Mr. Shi Lei (*Managing Director*)
Mr. Yu Jun (*Deputy Managing Director*)
Ms. Cheng Junxia
Mr. Wang Su

Non-executive Directors:

Ms. Zhang Qianling
Mr. He Lixing
Mr. Shen Xiaozu

Independent non-executive Directors:

Mr. Cheung Wing Keung
Mr. Guo Li
Mr. Chen Baoying
Mr. Lin Fujiang

Registered Office:

No.220 Handan Road
Shanghai
The PRC

Principal Place of Business:

In the PRC:

Building 4, Lane 127, Guotai Road
Shanghai, the PRC

In Hong Kong:

Flat 6, 5/F., East Ocean Centre
98 Granville Road
Tsimshatsui East
Kowloon
Hong Kong

Dear Sir or Madam:

**PROPOSALS FOR
RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with further information regarding the resolutions to be proposed at the forthcoming AGM: (i) to renew the General Mandate to issue new Shares; (ii) to re-elect the retiring Directors; and (iii) to give you notice of AGM.

* For identification purpose only

LETTER FROM THE BOARD

A. RENEWAL OF GENERAL MANDATE TO ISSUE NEW SHARES

The General Mandate was given by the Shareholders in the last annual general meeting of the Company being held on 30 May 2014 to the Directors to exercise the powers of the Company to issue new Shares, and thereafter, such mandate has not been renewed. In accordance with conditions of the General Mandate granted, such mandate will be lapsed at the conclusion of the forthcoming AGM. A special resolution will be proposed by the Directors at the forthcoming AGM for the Shareholders' approval to renew the General Mandate to the Directors to exercise the powers of the Company to issue new Shares.

B. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 87 of the Articles, Mr. Shi Lei, Madam Zhang Qianling and Mr. Chen Baoying will retire by rotation at the conclusion of the forthcoming AGM and being eligible, offer themselves for re-election. Mr. Wang Su, who will also retire by rotation at the conclusion of the forthcoming AGM, because of reaching retirement age, has given written notification that he will not offer himself for re-election.

Except Mr. Wang Su, the biographical details of the aforesaid retiring Directors proposed to be re-elected are set out in Appendix 1 to this circular. An ordinary resolution approving their re-elections will be proposed at the forthcoming AGM.

The re-election of retiring Directors has been reviewed by the Nomination Committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM.

C. AGM

A notice convening the AGM is set out in Appendix 2 to this circular.

Pursuant to the Listing Rules and in accordance with article 66 of the Articles, all of the resolutions set out in the notice of AGM will be voted by poll.

D. CLOSURE OF REGISTER OF MEMBERS

Persons who hold shares of the Company and whose names appear on the Register of Members of the Company as at 6 May 2015 shall be entitled to attend the AGM. To be qualified to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on 5 May 2015.

For the purpose of AGM, the Register of Members of the Company will be closed from 6 May 2015 to 5 June 2015 (both days inclusive) and during which no transfer of H shares will be effected.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposals for renewal of the General Mandate and re-election of retiring Directors are in the best interests of the Company and its shareholders and, accordingly, recommend that all Shareholders to vote in favour of the above proposed resolutions in the AGM.

No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

Shanghai, the PRC, 20 April 2015

* *For identification purpose only*

At the AGM, an ordinary resolution to re-elect the following retiring Directors will be proposed and details of the relevant Directors are as follows:

Mr. Shi Lei (“Mr. Shi”), aged 48, joined the Company in July 1998, is the Managing Director of the Company. He is a professor grade senior engineer and was graduated with a Bachelor degree in management from the China University of Technology and a Master degree in management from the Fudan University. Prior to joining the Company, Mr. Shi was the deputy manager in the Development Division of Shanghai Agricultural Investments Company and the general manager of Shanghai Pacific Commercial Trust Company Limited. He is also the chairman of the Company’s substantial shareholders, Shanghai Commerce and Invest (Group) Corporation and Shanghai Fudan Technology Enterprise Holdings Limited. Mr. Shi did not hold any directorship in other listed companies in the past three years.

The current term of office of Mr. Shi commenced on 19 July 2012 for a term of 3 years and will continue thereafter unless terminated by a three months’ prior written notice by either party and will be subject to retirement by rotation or re-election in accordance with the Articles. Pursuant to his service contract, Mr. Shi is entitled to an annual determined annual salary of RMB2,178,000. The remuneration payable to Mr. Shi is determined by the remuneration committee of the Company with reference to his contribution of time, effort and expertise on the Company’s matters.

As at the Latest Practicable Date, Mr. Shi held an interest of 20,190,000 Domestic Shares (within the meaning of Part XV of the SFO) and out of which, 7,210,000 Domestic Shares were directly beneficially owned and 12,980,000 Domestic Shares were held through a partnership enterprise (representing approximately 3.27% of the issued share capital of the Company).

Madam Zhang Qianling (“Madam Zhang”), aged 78, joined the Company in July 1998, is the Non-executive Director of the Company. She was a principal professor and tutor to doctorate students at the Fudan University. She was a promoter and first director of the ASIC and System State Key Laboratory of the Fudan University, and was a director of Shanghai Huahong Integrated Circuit Co. Ltd. Madam Zhang did not hold any directorship in other listed companies in the past three years.

Madam Zhang entered into a service contract with the Company to act as non-executive director of the Company with effect from 19 July 2012 for a term of 3 years and shall continue thereafter unless and until terminated in accordance with the terms of her service contract or by either party giving to the other not less than 3 calendar months’ prior notice in writing. Ms. Zhang does not receive any directors’ remuneration and allowances.

As at the Latest Practicable Date, Madam Zhang had a personal interest in 1,733,650 Domestic Shares (within the meaning of Part XV of the SFO) which was held through a partnership enterprise. (representing approximately 0.28% of the issued share capital of the Company).

Mr. Chen Baoying (“Professor Chen”), aged 85, joined the Company in October 2007, is a part-time professor of the Nankai University. He graduated with a bachelor’s degree of trade finance in the Nankai University and a master’s degree in the Renmin University of China in foreign trade and economic development. He has around 40 years working experience in research of international trade and finance. He was the researcher of the Institute of International Trade of the Ministry of Foreign Trade and Economic Cooperation, the PRC, which he worked for 30 years. He was the vice director of the Hong Kong and Macao Research Centre of the Hong Kong and Macao Affairs Office of the State Council since 1986 and retired in 1995, and was primarily responsible for research of economic and finance in these areas. He was appointed member respectively of the Join Working Group of the Mainland and Hong Kong Securities Affairs and the expert group on commodities of the China Securities Regulatory Commission. He was an independent non-executive director of China National Resources Development Holdings Limited, a company listed on the main board of the Stock Exchange. Professor Chen did not hold any directorship in other listed companies in the past three years.

The current term of office of Professor Chen as an independent non-executive Director commenced on 30 May 2014 and will end on the date of the next annual general meeting of the Company to be held in May 2015 and will be subject to retirement by rotation or re-election in accordance with the Articles. Pursuant to his service contract, Professor Chen is entitled to a monthly travelling allowance of RMB3,000 but no director’s fee.

As at the Latest Practicable Date, Professor Chen had no personal interest in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Board, the Directors confirmed that:

1. All the above Directors do not have any relationship with any Directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company;
2. All the above Directors does not hold any positions in the Company or any members of the Company; and
3. The Company is not aware of any other matters that need to be brought to the attention of the Shareholders. Nor is there any information regarding the above directors required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) will be held at Building 4, Lane 127, Guotai Road, Shanghai, the People’s Republic of China (the “PRC”) on 5 June 2015 at 10:00 a.m. for the following purposes:–

ORDINARY RESOLUTION

1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2014;
2.
 - a) To re-elect retiring Directors; and
 - b) To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.

To consider, if thought fit, pass with or without amendments, the following special resolutions:

SPECIAL RESOLUTION

4. **“THAT:**
 - (a) subject to paragraphs (c), (d) and (e) below, the exercise by the Board during the Relevant Period (as defined in paragraph (f) below) of all the powers of the Company separately or concurrently to allot, issue and deal with the domestic invested shares of RMB0.10 each in the share capital of the Company (“Domestic Shares”) and/or the foreign invested shares of RMB0.10 each in the share capital of the Company (“H Shares”) be and is hereby approved;
 - (b) the approval in paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require Domestic Shares and/or H Shares to be allotted and issued either during or after the end of the Relevant Period;

* For identification purpose only

- (c) the aggregate nominal value of Domestic Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the Domestic Shares then in issue at the date of the passing of this resolution;
- (d) the aggregate nominal value of H Shares to be allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the conversion rights under the terms of any securities which are convertible into such shares; (iii) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of such shares in lieu of the whole or part of a dividend on such shares in accordance with the Articles, shall not exceed 20% of the aggregate nominal value of the H Shares then in issue at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be conditional upon the approval of the relevant PRC regulatory authorities being obtained by the Company;
- (f) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in general meeting.

“**rights issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date and, where appropriate, the holders of the other equity securities of the Company entitled to be offered therein, in proportion to their then holdings of such shares or other equity securities (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any regulatory body or any stock exchange); and

- (g) the Board be and is hereby authorised to make such amendments to articles 15, 16 and 19 of the Articles as it thinks fit so as to increase the registered share capital and to reflect the new capital structure of the Company as a result of the allotment and issuance of shares of the Company pursuant to the approval granted under paragraph (a) above.”

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

Shanghai, the PRC, 20 April 2015

Registered office:
No. 220 Handan Road
Shanghai
The PRC

Principal place of business in Hong Kong:
Flat 6, 5/F., East Ocean Centre
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 6 May 2015 shall be entitled to attend the AGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the AGM 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 AGM 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 in Hong Kong will be closed from 6 May 2015 to 5 June 2015 (both dates inclusive) during which period no transfer of H shares will be registered. To be qualified to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on 5 May 2015.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the AGM if the member so desires, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Information containing further details regarding the proposed resolution No. 2 set out in the above notice as required by the Listing Rules are set out in Appendix 1 of this circular.

* For identification purpose only