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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 NON-EXECUTIVE DIRECTORS
AND
APPOINTMENT OF NON-EXECUTIVE DIRECTORS
AND
CHANGE OF AUDIT COMMITTEE MEMBER**

The Board announces that Mr. He Lixing and Mr. Shen Xiaozu resigned as the Non-executive Directors of the Company with effect from 18 July 2015.

The Board is pleased to announce that Mr. Ma Zhicheng, Mr. Yao Fuli and Ms. Zhang Huajing have been appointed as Non-executive Directors of the Company with effect from 19 July 2015.

Mr. Shen Xiaozu, at the same time also resigned as the member of the Audit Committee of the Company with effect from 18 July 2015. The Board has resolved to appoint Mr. Lin Fujiang, the Independent Non-executive Director of the Company, as the member of the Audit Committee of the Company with effect from 19 July 2015.

Retirement of Non-executive Directors

The board of directors (the "Board") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") announces that the three-year service contracts entered into between the Company and Mr. He Lixing ("Mr. He") and Mr. Shen Xiaozu ("Mr. Shen") would be expired on 18 July 2015. They have served on the Board for many years and because of reaching the retirement age, have informed the Board, by not renewing the Directors' service contracts and will retire as the Non-executive Directors of the Company with effect from 18 July 2015.

Mr. He and Mr. Shen have confirmed that they have no disagreement with the Board and that there are no other matters relating to their 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. He and Mr. Shen for their valuable and outstanding contributions and services to both the Board and the Company over the past years.

Appointment of Non-executive Directors

The board of directors is pleased to announce that Mr. Ma Zhicheng (“Mr. Ma”), Mr. Yao Fuli (“Mr. Yao”) and Ms. Zhang Huajing (“Ms. Zhang”) have been appointed as the Non-executive Directors of the Company with effect from 19 July 2015. Their biographies are as follows:

Mr. Ma, aged 55, is a qualified senior operating manager. He was awarded the post-graduate degree of Business Administration from the Shanghai Academy of Social Sciences. He is the Deputy General Manager of Shanghai Commerce and Invest (Group) Corporation (“SCI”), which is one of the substantial shareholders of the Company. He is also the Managing Director of Shanghai Fudan Technology Enterprise Holdings Limited, a subsidiary of SCI. Mr. Ma is the Chairman of 上海復旦數學醫療科技有限公司. He was an Assistant General Manager of SCI, General Manager of 上海商投創業投資有限公司, Chairman of 上海華龍信息技術開發中心, Deputy General Manager of 上海鑫聯房地產公司 and office manager of 上海航空機械公司。Mr. Ma did not have any directorships in the past three years in public companies, the securities of which are listed on any securities market in Hong Kong and overseas.

As at the date of this announcement, Mr. Ma does not hold any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinances (“SFO”). He does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Yao, aged 41, was awarded Bachelor Degree and Master Degree of Business Administration from Fudan University. He is the Deputy General Manager of SCI and Managing Director of 上海商投創業投資有限公司. Mr. Yao was the Chairman of 上海愛建資本管理有限公司, Deputy General Manager of 上海愛建信託有限責任公司 and General Manager Meeting Member, Member of Management Authority and Asset Management Manager of 上海愛建股份有限公司. Mr. Yao did not have any directorships in the past three years in public companies, the securities of which are listed on any securities market in Hong Kong and overseas.

As at the date of this announcement, Mr. Yao does not hold any interest in the shares of the Company within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Ms. Zhang, aged 54, was awarded a Bachelor Degree from Shanghai University of Finance and Economics and is a senior accountant. She is the Deputy Chief Accountant, Director of Audit Office and Finance Manager of SCI. Ms. Zhang was the Assistant Manager of Finance Department and Audit Director of SCI. She was also the Chief Accountant of Yangtze River Economic United Development (Group) Co., Ltd. She was the Chief Accountant of Finance Department of 長髮集團上海商貿實業總公司. Ms. Zhang did not have any directorships in the past three years in public companies, the securities of which are listed on any securities market in Hong Kong and overseas.

As at the date of this announcement, Ms. Zhang holds 660,300 domestic shares of the Company within the meaning of Part XV of the SFO, representing 0.1% of the Company's total issued share capital, of which 20,000 domestic shares were held directly and the remaining 640,300 domestic shares were held by Shanghai Guonian Investment Consultant Partnership Enterprise.

There are service agreements entered into between the Company and the above three Non-executive Directors with effect from 19 July 2015 for a period of three years. They are subject to re-election at the first annual general meeting of the Company right after their appointments and retirement by rotation once every three years in accordance with the provisions of the Articles of Association of the Company.

Saved as disclosed herein, there are no other matters concerning Mr. Ma's, Mr. Yao's and Ms. Zhang's appointment as Non-executive Directors that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Change of Audit Committee member

Mr. Shen, at the same time also resigned as the member of the Audit Committee of the Company with effect from 18 July 2015. The Board has resolved to appoint Mr. Lin Fujian, the Independent Non-executive Director of the Company as the member of the Audit Committee of the Company with effect from 19 July 2015.

The Board would like to extend its warmest welcome to Mr. Ma, Mr. Yao, Ms. Zhang for joining the Board and to Mr. Lin for joining the audit committee.

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

Shanghai, the PRC, 17 July 2015

As at the date of this announcement, the Company's executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun and Ms. Cheng Junxia; 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 Mr. Lin Fujiang.

**For identification purpose only*