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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)

LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The members of the board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Company Limited are set out below:

EXECUTIVE DIRECTORS

Mr. Jiang Guoxing (*Chairman*)

Mr. Shi Lei (*Managing Director*)

Mr. Yu Jun (*Deputy Managing Director*)

Ms. Cheng Junxia

NON-EXECUTIVE DIRECTORS

Ms. Zhang Qianling

Mr. Ma Zhicheng

Mr. Yao Fuli

Ms. Zhang Huajing

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Wing Keung

Mr. Guo Li

Mr. Chen Baoying

Mr. Lin Fujiang

The Board has set up three committees and members of these committees are set out below:

AUDIT COMMITTEE

Mr. Cheung Wing Keung (*Chairman*)

Mr. Guo Li

Mr. Lin Fujiang

RENUMERATION COMMITTEE

Mr. Cheung Wing Keung (*Chairman*)

Ms. Cheng Junxia

Mr. Guo Li

NOMINATION COMMITTEE

Mr. Cheung Wing Keung (*Chairman*)

Ms. Cheng Junxia

Mr. Guo Li

Shanghai, the PRC, 20 July 2015

** For identification only*