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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)

## RESIGNATION AND APPOINTMENT OF SUPERVISOR

The Board announces that Ms. Lu Beili resigned as the Supervisor of the Company with effect on 15 October 2015.

The Board is pleased to announce that Mr. Xu Zhihan has been appointed as Supervisor of the Company with effect from the date of this announcement.

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“SEHK”) (the “Listing Rules”).

### RESIGNATION OF SUPERVISOR

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Limited (the “Company”) announces that Ms. Lu Beil (魯蓓麗) (“Ms. Lu”) has tendered her resignation to the Board and the supervisory committee of the Company (the “Supervisory Committee”) due to personal work commitments with effect on 15 October 2015.

Ms. Lu confirmed that she has no disagreement with the Supervisory Committee and the Company during the term of the office and there is no matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to express its gratitude to Ms. Lu for her valuable contribution to the Company during her service with the Company.

### APPOINTMENT OF SUPERVISOR

The Board is pleased to announce that Mr. Xu Zhihan (徐志翰) (“Mr. Xu”) was appointed by the Company to be the new Supervisor with effect from the date of this announcement.

Particulars of Mr. Xu are as follow:

Mr. Xu, aged 52, is a certified public accountant of the PRC, graduated from Fudan University School of Management (復旦大學管理學院) in 1985 with a Bachelor Degree. He was also awarded the Doctor designation from Fudan University Faculty of Business Management in accountancy. Mr. Xu was the speaker, associate professor and associate director of School of Management of Fudan University. He is currently the associate professor of accountancy in School of Management of Fudan University.

According to the Company's articles of association, Mr. Xu is the representative of the Company's shareholder, Shanghai Jinnian Investment Consultant Partnership Enterprise.

Mr. Xu will enter into a service contract with the Company to serve as a Supervisor of the Company for a term of three years from the date of this announcement till 14 October 2018. Mr. Xu will not be entitled to any remuneration, which is determined with reference to other members of the Supervisory Committees. Mr. Xu is currently the independent director of Dongfen Electronic Technology Company Limited (東風電子科技股份有限公司), Hebei Henshui Laobaigan Liquor Company Limited (河北衡水老白乾酒業股份有限公司) and Shanghai 3F New Material Company Limited (上海三愛富新材料股份有限公司), which are listed on the Shanghai Stock Exchange. He is also the independent director of Shanghai Challenge Textile Company Limited (上海嘉麟傑紡織品股份有限公司), which is listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Xu:

- (i) does not have any relationship with the directors, supervisors, senior management or substantial shareholders of the Company;
- (ii) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong);
- (iii) does not hold any other position with the Company or any of its subsidiaries; and
- (iv) does not have other major appointment and professional qualifications.

Save as disclosed above, there is no other information relating to Mr. Xu's appointment which is discloseable, nor is/was Mr. Xu involved in any of the matters required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save for the above, there is no other matter that needs to be brought to the attention of the shareholders of the Company.

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

Shanghai, the PRC, 15 October 2015

As at the date of their 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. Ma Zhicheng, Mr. Yao Fuli and Ms. Zhang Huajing and independent non-executive directors are Mr. Cheung Wing Keung, Mr. Guo Li, Mr. Chen Baoying and Mr. Lin Fujiang.

*\*For identification purpose only*