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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 27 May 2016 (Friday) at 10:00 a.m. is set out on pages 10 to 13 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.

8 April 2016

* For identification purpose only

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on 27 May 2016 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”	1 April 2016 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

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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

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

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 Directors; and (iii) to give you notice of AGM.

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 5 June 2015 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

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LETTER FROM THE BOARD

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 DIRECTORS

In accordance with article 87 of the Articles, Mr. Jiang Guoxing, Mr. Yu Jun, Mr. Cheung Wing Keung and Mr. Lin Fujiang will retire by rotation at the conclusion of the forthcoming AGM and being eligible, offer themselves for re-election. Mr. Ma Zhicheng, Mr. Yao Fuli and Ms. Zhang Huajing, being Directors for filling up a vacant position or be an extra member, will be eligible for re-election on the first annual general meeting after their appointments.

The biographical details of the aforesaid 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 28 April 2016 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 27 April 2016.

For the purpose of AGM, the Register of Members of the Company will be closed from 28 April 2016 to 27 May 2016 (both days inclusive) and during which no transfer of H shares will be effected.

RECOMMENDATION

The Directors consider that the proposals for renewal of the General Mandate and re-election of 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.

LETTER FROM THE BOARD

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, 8 April 2016

* *For identification purpose only*

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

Mr. Jiang Guoxing (“Mr. Jiang”), aged 62, joined the Company in July 1998, is the executive Director and Chairman of the Company. Mr. Jiang is a professor grade senior engineer and graduated with a degree in Computer Science from the Fudan University. He is also the vice chairman and general manager of Shanghai Fudan Forward Science and Technology Co., Limited, a company listed on the Shanghai Stock Exchange. He was the non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd., a company listed on the main board of the Stock Exchange. Saved as disclosed above, Mr. Jiang did not hold any directorship in other listed companies in the past three years.

The current term of office of Mr. Jiang commenced on 19 July 2015 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. Jiang is entitled to an annual determined annual salary of RMB300,000. The remuneration payable to Mr. Jiang 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. Jiang held an interest of 8,652,300 Domestic Shares and out of which, 7,210,000 Domestic Shares were directly beneficially owned and 1,442,300 Domestic Shares were held through a partnership enterprise (representing approximately 1.40% of the issued share capital of the Company).

Mr. Yu Jun (“Mr. Yu”), aged 48, joined the Company in July 1998, is the executive Director, Deputy Managing Director of the Company and a director respectively of the Company’s subsidiaries namely, Beijing Fudan Microelectronics Technology Company Limited, Shanghai Doublepoint Information Technology Co., Ltd. (“Doublepoint”), Shanghai Fukong Hualong Micro-system Technology Co., Ltd. and Sino IC Technology Co., Ltd. He graduated with a Bachelor’s degree in Electronics Engineering and a Master’s degree in Electronics and Information Systems from the Fudan University and is a senior engineer. Mr. Yu was the deputy director of the Research Institute for Integrated Circuit Designs of the Fudan University as well as the chief engineer of Shanghai Fudan High Tech Company and has extensive knowledge and experience in the design of integrated circuits and systems. Mr. Yu did not hold any directorship in other listed companies in the past three years.

The current term of office of Mr. Yu commenced on 19 July 2015 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. Yu is entitled to an annual determined annual salary of RMB1,800,000. The remuneration payable to Mr. Yu 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. Yu had a personal interest in 10,961,530 Domestic Shares which was held through a partnership enterprise, (representing approximately 1.78% of the issued share capital of the Company). He also had an interest of 200,000 ordinary shares in Doublepoint, representing approximately 2.06% of the issued share capital of the company).

Mr. Cheung Wing Keung (“Mr. Cheung”), aged 51, joined the Company in May 2004 and is the independent non-executive Director of the Company. He is also a member of the audit committee, the remuneration committee and nomination committee of the Company. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has over 25 years’ working experience in auditing, accounting, corporate management and consultancy. He has worked in accounting firms and the Hong Kong Inland Revenue Department and has held senior positions in certain Hong Kong’s private group companies. Mr. Cheung did not hold any directorship in other listed companies in the past three years.

The current term of office of Mr. Cheung as an independent non-executive Director commenced on 5 June 2015 and till the end of the next annual general meeting of the Company. Pursuant to his service contract, Mr. Cheung is entitled to HKD90,000 per year. As Mr. Cheung has been holding the position of independent non-executive Director for more than 9 years and after strict assessment of his independence by the Company, he continues to be independent. He also possesses the character and judgement, in which should be required by an independent non-executive director. Moreover, under the Listing Rules 3.21, at least one of the audit committee members, who is an independent non-executive director, must possess appropriate professional qualification or accounting or related financial management expertise. Both experiences and qualifications requirements are fulfilled by Mr. Cheung. Besides, the re-election needs to be presented by way of a separate resolution to be approved by the shareholders on the annual general meeting. After being re-elected as the Company’s independent non-executive Director by ordinary resolution on the annual general meeting, Mr. Cheung’s director’s service contract will be renewed, starting from 27 May 2016 and will end on the date of the next annual general meeting of the Company expected to be held in May 2017. The remuneration payable to Mr. Cheung is determined with reference to his qualifications, experiences and job performance.

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

Mr. Lin Fujiang (“Professor Lin”), aged 57, joined the Company in December 2012 and is the independent non-executive Director. He is also a member of the audit committee. He is currently a professor of the School of Information Science and Technology and an executive director of the Micro-Nano-Electronics System Integration Centre of the University of Science and Technology of China (the “USTC”). He graduated with degrees of Bachelor and Master in Electronic Engineering and Technology from the USTC and a Doctorate degree in Electrical and Electronic Engineering from the University of Kassel, Germany. Professor Lin was a national special recruited expert selected under the “One Thousand Talents Plan” in 2009 and has been engaged for a long -term multidisciplinary research of microwave and microelectronics, especially with a series of achievements in advanced radio frequency semi-conductors and circuits integration modeling and simulation, and is also a renowned practical radio frequency modeling expert. He has presented more than hundred fifty scholarly essays in subscriptions, magazines and conferences and holds several intellectual rights in electronic technology jointly with some famous scholars, and is a well-known scholar in electronics science and technology. Professor Lin did not hold any directorship in other listed companies in the past three years.

The current term of office of Professor Lin as an independent non-executive Director commenced on 5 June 2015 and will end on the forthcoming annual general meeting of the Company. Pursuant to his service contract, Professor Lin is entitled to a monthly travelling allowance of RMB3,000 but no director fee. After being re-elected as the Company's independent non-executive Director by ordinary resolution on the annual general meeting, Professor Lin's director's service contract will be renewed, starting from 27 May 2016 and will end on the date of the next annual general meeting of the Company expected to be held in May 2017. The remuneration payable to Professor Lin is determined with reference to his qualifications, experiences and job performance.

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

Mr. Ma Zhicheng ("Mr. Ma"), aged 55, joined the Company in July 2015 and is the non-executive Director. He 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"). 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 hold any directorship in other listed companies in the past three years.

The current term of office of Mr. Ma as a non-executive director commenced on 19 July 2015 till 18 July 2018 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. Ma is currently not entitled to any director remuneration or allowance.

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

Mr. Yao Fuli ("Mr. Yao"), aged 42, joined the Company in July 2015 and is the non-executive Director. He 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 hold any directorship in other listed companies in the past three years.

The current term of office of Mr. Yao as a non-executive director commenced on 19 July 2015 till 18 July 2018 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. Yao is currently not entitled to any director remuneration or allowance.

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

Ms. Zhang Huajing (“Ms. Zhang”), aged 55, joined the Company in July 2015 and is the non-executive Director. She 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 hold any directorship in other listed companies in the past three years.

The current term of office of Ms. Zhang as a non-executive director commenced on 19 July 2015 till 18 July 2018 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 her service contract, Ms. Zhang is currently not entitled to any director remuneration or allowance.

As at the Latest Practicable Date, Ms. Zhang had an interest in 660,300 domestic shares 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 a partnership enterprise.

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 27 May 2016 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 2015;
2. To re-elect directors of the Company and to authorise the Board to fix the remuneration of the Directors;
3. To reappoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration; and

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;
 - (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)

* For identification purpose only

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, 8 April 2016

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 28 April 2016 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 28 April 2016 to 27 May 2016 (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 27 April 2016.
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.

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