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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)*

**Inside Information**  
**Disposal of Shares by Directors and Supervisors**  
**and**  
**Change in Shareholdings of Substantial Shareholders**

This announcement is made by the Company pursuant to the Rule 13.09 of the Listing Rules on the Stock Exchange and Part XIVA of the SFO.

The Company was notified by five Directors and two Supervisors that after trading hours of the Stock Exchange today, Transferor A had signed an agreement of transfer with Shanghai Yikun for the transfer of its entire interest of 99.81% property sharing in Shanghai Zhengben. Transferor B had signed an agreement of transfer with 14 purchasers for the transfer of its entire interest of 99.67% property sharing in Shanghai Guonian. Besides, the Company was also notified by Shanghai Jinnian that all of its limited partners have signed an agreement of transfer with Shanghai Yikun after the trading hours of the Stock Exchange today, transferring all of their 99.32% property sharings in Shanghai Jinnian.

Upon the completion of transactions under these agreements of transfer, Shanghai Yikun will become the controlling shareholders of Shanghai Zhengben and Shanghai Jinnian, and will beneficially hold a total of 66,845,110 Domestic Shares through these two partnership enterprises, representing the Company's total issued shares of approximately 10.83% and relevant class of shares of approximately 17.83%, and will become a substantial Shareholder. The Company anticipates that the transactions contemplated under these agreements of transfer will not have any significant impact on the business and operation of the Company and its subsidiaries.

**The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

This announcement is made by the Company pursuant to the Rule 13.09 of the Listing Rules on the Stock Exchange and Part XIVA of the SFO.

The Company was notified by five Directors, including Mr. Jiang Guoxing, Mr. Shi Lei, Ms. Cheng Junxia, Ms. Zhang Qianling and Ms. Zhang Huajing and two Supervisors, Mr. Li Wei and Mr. Wei Ran, that after trading hours of the Stock Exchange today, Transferor A had signed an agreement of transfer with Shanghai Yikun for the transfer of its entire interest of 99.81% property sharing in Shanghai Zhengben. Transferor B had signed an agreement of transfer with 14 purchasers for the transfer of its entire interest of 99.67% property sharing in Shanghai Guonian. Besides, the Company was also notified by Shanghai Jinnian that all of its limited partners have signed an agreement of transfer with Shanghai Yikun after the trading hours of the Stock Exchange today, transferring all of their 99.32% property sharings in Shagnhai Jinnian.

As at the date of this announcement, Mr. Jiang Guoxing beneficially holds an interest of 8,652,300 Domestic Shares, of which 7,210,000 Domestic Shares are directly beneficially owned and 1,442,300 Domestic Shares are held through Shanghai Zhengben, representing the Company's total issued shares of approximately 1.40%. Mr. Shi Lei beneficially holds an interest of 20,190,000 Domestic Shares, of which 7,210,000 Domestic Shares are directly beneficially owned and 12,980,000 Domestic Shares are held through Shanghai Guonian, representing the Company's total issued shares of approximately 3.27%. Ms. Cheng Junxia beneficially holds an interest of 8,076,920 Domestic Shares through Shanghai Zhengben, representing the Company's total issued shares of approximately 1.13%. Ms. Zhang Qianling beneficially holds an interest of 1,733,650 Domestic Shares through Shanghai Zhengben, representing the Company's total issued shares of approximately 0.28%. Ms. Zhang Huajing beneficially holds an interest of 660,300 Domestic Shares, of which 20,000 Domestic Shares are directly beneficially owned and 640,300 Domestic Shares are held through Shanghai Guonian, representing the Company's total issued shares of approximately 0.11%. Mr. Li Wei beneficially holds 6,057,690 Domestic Shares through Shanghai Zhengben, representing the Company's total issued shares of approximately 0.98%. Mr. Wei Ran beneficially holds an interest of 288,460 Domestic Shares through Shanghai Guonian, representing the Company's total issued shares of approximately 0.05%.

Shanghai Zhengben and Shanghai Guonian are now holding 52,167,270 Domestic Shares and 29,941,470 Domestic Shares respectively, representing the Company's total issued shares of approximately 8.45% and 4.85% or relevant class of shares of approximately 13.91% and 7.98%, being substantial Shareholders, and Shanghai Jinnian is holding 14,677,840 Domestic Shares, representing the Company's total issued shares of approximately 2.38% or relevant class of shares of approximately 3.92%. The partners of Shanghai Zhengben, Shanghai Guonian, and Shanghai Jinnian are constituted respectively by partners consisting of the executive and non-executive Directors, Supervisors, certain employees and ex-employees, various employees of ASIC System State-Key Laboratory of Fudan University (the "University Laboratory") and Shanghai Commerce and Invest (Group) Corporation, a substantial Shareholder, as well as various individuals engaged in technological co-operation with the University Laboratory. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiry, Shanghai Yikun and the aforesaid 14 purchasers are independent third parties and have no relationship with the Company and its connected persons. The completion date of these agreements of transfer will be anticipated to be around 30 June 2016.

Upon the completion of transactions under these agreements of transfer, Shanghai Zhengben, Shanghai Guonian and Shanghai Jinnian's shareholdings of Domestic Shares remain unchanged. Shanghai Yikun will become the controlling shareholders of Shanghai Zhengben and Shanghai Jinnian, and will beneficially hold a total of 66,845,110 Domestic Shares through these two partnership enterprises, representing the Company's total issued shares of approximately 10.83% and relevant class of shares of approximately 17.83%, and will become a substantial Shareholder. Except for Mr. Jiang Guoxing and Mr. Shi Lei, who still each directly beneficially owned 7,210,000 Domestic Shares respectively, the remaining three Directors and two Supervisors will no longer hold any Shares. The aforesaid five Directors and two Supervisors will continue to serve the duties as Directors and Supervisors. The Company anticipates that the transactions contemplated under these agreements of transfer will not have any significant impact on the business and operation of the Company and its subsidiaries.

The Company was also notified by the Director Mr. Yu Jun today after trading hours of the Stock Exchange that the limited partners of Shanghai Zhenghua, in which he has a property sharing, are now negotiating with an independent third party for the transfer of their property sharings in Shanghai Zhenghua. As the agreement of transfer is still not yet concluded and it might not be proceeded, the Company will publish an announcement once the relevant agreement is signed.

**The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

In this announcement, the following words have the following meanings unless the context requires otherwise:

|                     |   |
|---------------------|---|
| “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 directors of the Company  |
| “Domestic Share(s)” | domestic share(s) of nominal value of RMB 0.10 each in the capital of the Company which are subscribed for in Renminbi  |
| “Listing Rules”     | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “H Share(s)”        | foreign invested share(s) of nominal value of RMB 0.10 each in the capital of the Company which are listed on main board of the Stock Exchange and subscribed for in HK dollars                       |
| “PRC”               | the People's Republic of China  |

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|---------------------|--|
| “SFO”               | The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong  |
| “Shanghai Guonian”  | 上海國年投資管理合伙企業(有限合伙) Shanghai Guonian Investment Consultant Partnership Enterprise* (Limited Partnership), a partnership enterprise incorporated in the PRC  |
| “Shanghai Jinnian”  | 上海錦年投資管理合伙企業(有限合伙) Shanghai Jinnian Investment Consultant Partnership Enterprise* (Limited Partnership), a partnership enterprise incorporated in the PRC  |
| “Shanghai Yikun”    | 上海頤琨投資管理合伙企業(有限合伙) Shanghai Yikun Investment Consultant Partnership Enterprise* (Limited Partnership) , a partnership enterprise incorporated in the PRC   |
| “Shanghai Zhengben” | 上海政本投資管理合伙企業(有限合伙) Shanghai Zhengben Investment Consultant Partnership Enterprise* (Limited Partnership), a partnership enterprise incorporated in the PRC   |
| “Shanghai Zhenghua” | 上海政化投資管理合伙企業(有限合伙) Shanghai Zhenghua Investment Consultant Partnership Enterprise* (Limited Partnership), a partnership enterprise incorporated in the PRC, with interest of 47,443,420 Domestic Shares, representing the Company’s total issued shares of approximately 7.68% or relevant class of shares of approximately 12.65%, is a substantial Shareholder |
| “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  |
| “Transferor A”      | All the limited partners of Shanghai Zhengben, including the Directors Mr. Jiang Guoxing, Ms. Cheng Junxia, Ms. Zhang Qianling and the Supervisor, Mr. Li Wei  |
| “Transferor B”      | All the limited partners of Shanghai Guonian, including the Directors Mr. Shi Lei, Ms. Zhang Huajing and the Supervisor, Mr. Wei Ran   |
| “RMB”               | Renminbi, the lawful currency of the PRC   |
| “%”                 | Percent  |

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

Shanghai, the PRC, 17 May 2016

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. 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 only*