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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 MAY 2016

The Board is pleased to announce that all the resolutions as set out in the Notice of the AGM were duly passed by poll at the AGM held on 27 May 2016.

Reference is made to the circular (the “Circular”) and the notice (the “Notice”) of annual general meeting (the “AGM”) dated 8 April 2016 of Shanghai Fudan Microelectronics Group Company Limited (the “Company”). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular and the Notice of the AGM.

POLL RESULTS OF THE AGM

The board of directors of the Company (the “Board”) is pleased to announce that all the resolutions as set out in the Notice of the AGM were duly passed by poll at the AGM held on 27 May 2016.

As at the date of the AGM, the Company has a total of 617,330,000 Shares of RMB0.10 each in issue. None of the Shares entitled the holders to attend and vote only against the resolutions at the AGM, and no Shareholder was required to abstain from voting in respect of the resolutions. The total Shares with voting rights represented by the Shareholders attending the AGM were 380,537,120 Shares, representing approximately 62% of the total issued Shares as at the date of the AGM.

Mr. Tong Yat Chong, a practising Certified Public Accountant, was appointed by the Company as scrutineer for vote-taking. The following are the poll results of the resolutions passed at the AGM:

Ordinary resolution		Number of votes (approximately %)			Total votes
		For	Against	Abstain	
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	380,537,120 (100%)	0 (0%)	0 (0%)	380,537,120
2.	(a) To re-elect directors:				
	(i) To re-elect Mr. Jiang Guoxing as Executive Director	380,537,120 (100%)	0 (0%)	0 (0%)	380,537,120
	(ii) To re-elect Mr. Yu Jun as Executive Director	380,537,120 (100%)	0 (0%)	0 (0%)	380,537,120
	(iii) To re-elect Mr. Cheung Wing Keung as Independent Non-executive Director	378,797,916 (99.54%)	1,739,204 (0.46%)	0 (0%)	380,537,120
	(iv) To re-elect Mr. Lin Fujiang as Independent Non-executive Director	378,594,716 (99.49%)	1,942,404 (0.51%)	0 (0%)	380,537,120
	(v) To re-elect Mr. Ma Zhicheng as Non-executive Director	380,537,120 (100%)	0 (0%)	0 (0%)	380,537,120
	(vi) To re-elect Mr. Yao Fuli as Non-executive Director	380,537,120 (100%)	0 (0%)	0 (0%)	380,537,120
	(vii) To re-elect Ms. Zhang Huajing as Non-executive Director	380,537,120 (100%)	0 (0%)	0 (0%)	380,537,120
	(b) To authorise the Board to fix their remuneration	380,537,120 (100%)	0 (0%)	0 (0%)	380,537,120
3.	To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration	380,105,120 (99.89%)	432,000 (0.11%)	0 (0%)	380,537,120
Special resolution					
4.	To renew the general mandate to issue new shares	377,502,000 (99.20%)	3,035,120 (0.80%)	0 (0%)	380,537,120

As more than 50% of the votes were casted in favour of the ordinary resolutions 1 to 3 and more than two thirds of the votes were casted in favour of the special resolution 4, the above resolutions were duly passed as ordinary resolutions and special resolution of the Company respectively.

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

Shanghai, the PRC, 27 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 purposes only*