

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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 a Director**  
**and**  
**Change in Shareholding of a Substantial Shareholder**

This announcement is made by the Company pursuant to the Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange and Part XIVA of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong.

The Company was notified today by Mr. Yu that after trading hours of the Stock Exchange today, he and other limited partners of Shanghai Zhenghua had entered into an agreement with Shanghai Shayao for the transfer of their entire interest of 99.79% property sharing in Shanghai Zhenghua.

Upon completion of the Transfer Agreement, there will be no change in the shareholding of Domestic Shares held by Shanghai Zhenghua and Shanghai Shayao will become the controlling shareholder of Shanghai Zhenghua as well as a Substantial Shareholder. The Company anticipates that the transactions contemplated under the Transfer Agreement 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 of the Company.**

This announcement is made by Shanghai Fudan Microelectronics Group Company Limited (the "Company") pursuant to the Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Part XIVA of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong.

Following the announcement of the Company published on 17 May 2016 in relation to the disposal of shares by directors and supervisors and change in shareholdings of substantial shareholders, the Company was notified today by Mr. Yu Jun (“Mr. Yu”), an executive director of the Company, that after trading hours of the Stock Exchange today, he and other limited partners of Shanghai Zhenghua Investment Consultant Partnership Enterprise (Limited Partnership) (“Shanghai Zhenghua”) had entered into an agreement with Shanghai Shayao Industrial Limited (“Shanghai Shayao”) for the transfer of their entire interest of 99.79% property sharing in Shanghai Zhenghua (the “Transfer Agreement”).

As at the date of this announcement, Mr. Yu holds 10,961,530 domestic shares of nominal value of RMB 0.10 each of the Company (“Domestic Shares”) which are held through Shanghai Zhenghua, representing the Company’s total issued shares of approximately 1.78%. Shanghai Zhenghua holds 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%, and is a substantial shareholder of the Company (“Substantial Shareholder”). Shanghai Zhenghua is constituted by partners consisting of a director, certain employees and ex-employees of the Company, 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 Company’s directors’ knowledge, information and belief and having made all reasonable enquiry, Shanghai Shayao is an independent third party and have no relationship with the Company and its connected persons. The completion date of the Transfer Agreement will be anticipated to be around 30 July 2016.

Upon completion of the Transfer Agreement, there will be no change in the shareholding of Domestic Shares held by Shanghai Zhenghua and Shanghai Shayao will become the controlling shareholder of Shanghai Zhenghua as well as a Substantial Shareholder. Mr. Yu will no longer hold any shares of the Company but will continue to serve the duties as executive director of the Company. The Company anticipates that the transactions contemplated under the Transfer Agreement 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 of the Company.**

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

Shanghai, the PRC, 21 June 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*