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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 2 June 2017 (Friday) at 10:00 a.m. is set out on pages 8 to 10 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 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 should you so wish.

13 April 2017

* 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 2 June 2017 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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”	7 April 2017 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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

* For identification purpose only

DEFINITIONS

“Shareholder(s)”	registered Domestic Shareholders and H Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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.

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LETTER FROM THE BOARD

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 27 May 2016 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 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. Shi Lei, Ms. Cheng Junxia, Ms. Zhang Qianling and Professor Guo Li will retire by rotation at the conclusion of the forthcoming AGM and being eligible, offer themselves for re-election.

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-election will be proposed at the forthcoming AGM.

The re-election of retiring Directors have 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 3 May 2017 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 2 May 2017.

For the purpose of AGM, the Register of Members of the Company will be closed from 3 May 2017 to 2 June 2017 (both days inclusive) and during which no transfer of H shares will be effected.

LETTER FROM THE BOARD

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.

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, 13 April 2017

* For identification purpose only

The biographical details of the Directors proposed to be re-elected are set out below. An ordinary resolution approving their re-election will be proposed at the forthcoming AGM.

Mr. Shi Lei (“Mr. Shi”), aged 50, joined the Company in July 1998, is the Managing Director of the Company. He is a professor grade senior engineer and was graduated with a Bachelor degree in management from the University of Science and Technology of China and a Master degree in management from the Fudan University. Mr. Shi was the deputy manager in the Development Division of Shanghai Agricultural Investments Company and the general manager of Shanghai Pacific Commercial Trust Company Limited.

The current term of office of Mr. Shi Lei 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. Shi is entitled to an annual determined annual salary of RMB2,760,000. The remuneration payable to Mr. Shi 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. Shi held a directly beneficially owned interest of 7,210,000 Domestic Shares and representing approximately 1.17% of the issued share capital of the Company.

Ms. Cheng Junxia (“Ms. Cheng”), aged 70, joined the Company in July 1998, is the Chief Engineer of the Company and the Director of Shanghai Fudan Microelectronics (HK) Limited. Ms. Cheng is also a member of the remuneration committee and the nomination committee. She graduated with a degree in Physics from the Fudan University. She was a professor and a director of the Research Institute for Integrated Circuit Designs of the Fudan University and the general manager of Shanghai Fudan High Tech Company. She has extensive knowledge and experience in the design and manufacture of integrated circuits.

The current term of office of Ms. Cheng 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 her service contract, Ms. Cheng is entitled to an annual salary of RMB1,035,000. The remuneration payable to Ms. Cheng is determined by the remuneration committee of the Company with reference to her contribution of time, effort and expertise on the Company’s matters.

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

Ms. Zhang Qianling (“Ms. Zhang”), aged 80, joined the Company in July 1998. She was the supervisor of Sino IC Technology Co., Ltd. She was graduated from the Department of Physics of Fudan University and was a principal professor and tutor to doctorate students at Fudan University. She was a promoter and first director of the ASIC and System State Key Laboratory of the Fudan University and was a director of Shanghai Huahong Integrated Circuit Co. Ltd.

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 his service contract, Ms. Zhang is currently not entitled to any director remuneration or allowance.

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

Mr. Guo Li (“Professor Guo”), aged 70, joined the Company in May 2006 and is a member of the audit committee, the remuneration committee and the nomination committee of the Company. He graduated from the Department of Radio Electronics from the University of Science and Technology of China and is a professor and doctoral supervisor as well as a senior member of China Electronics Academy and a member of China Image and Graphics Academy. He was the director of the Academic Committee of Department of Science and Technology in the University of Science and Technology of China as well as its Laboratory of Circuit and System. He has been carrying the researches in digital signal processing, digital image processing and IC design etc. and was a visiting scholar in the Department of Computer in the University of Notre Dome of the United States.

The current term of office of Professor Guo as an independent non-executive Director commenced on 27 May 2016 and till the end of the next annual general meeting of the Company. Pursuant to his service contract, Professor Guo is entitled to a monthly travelling allowance of RMB3,000 but no director fee. As Professor Guo 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, Professor Guo has extensive professional knowledge and in-depth understanding of the Group’s product technologies. Besides, the re-election needs to be presented by way of a separate resolution to be approved by the Shareholders on the AGM. After being re-elected as the Company’s independent non-executive Director by ordinary resolution on the AGM, director’s service contract with Professor Guo will be renewed, starting from 2 June 2017 and will end on the date of the next annual general meeting of the Company expected to be held in May 2018. The remuneration payable to Professor Guo is determined by the remuneration committee of the Company with reference to his qualifications, experiences and contribution of time.

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

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 or substantial 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 2 June 2017 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 2016;
2. To re-elect Directors 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) a rights issue (as defined in paragraph (f) below); (ii) the exercise of the

* For identification purpose only

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, 13 April 2017

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 3 May 2017 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 3 May 2017 to 2 June 2017 (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 2 May 2017.
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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