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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)

### COMPLETION OF PLACING OF NEW H SHARES UNDER GENERAL MANDATE

Placing Agent



華泰金融控股(香港)有限公司

HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and completion of the Placing took place on 16 October 2017. An aggregate of 42,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six but not more than ten Places at the Placing Price of HK\$5.33 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement of Shanghai Fudan Microelectronics Group Company Limited (the “**Company**”) dated 29 September 2017 in respect of the Placing (the “**Announcement**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Announcement.

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\* For identification purpose only

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) immediately before completion of the Placing, none of the Placees or their respective ultimate beneficial owners is a connected person (as defined in the Listing Rules) of the Company; and (ii) none of the Placees has become a substantial shareholder immediately after completion of the Placing.

The aggregate gross proceeds from the Placing are approximately HK\$223.9 million, and the aggregate net proceeds (after deduction of the fees, commissions and expenses) from the Placing are approximately HK\$218.4 million. The net proceeds will be used for supplementing the general working capital of the Company.

## EFFECT OF THE PLACING ON THE SHAREHOLDING STRUCTURE

The 42,000,000 Placing Shares represent (i) approximately 17.33% and 6.80%, respectively, of the issued H Shares and the Shares immediately before the completion of the Placing; and (ii) approximately 14.77% and 6.37%, respectively, of the issued H Shares and the Shares as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares issued under the Placing is RMB4,200,000.

Name of Shareholder	Immediately before the Placing		Immediately after the Placing	
	Number of Shares	% of total issued Shares <sup>(Note 1)</sup>	Number of Shares	% of total issued Shares <sup>(Note 1)</sup>
<b>DOMESTIC SHARES</b>				
Bailian Group Company Limited ("Bailian Group") <sup>(Note 2)</sup>	109,620,000	17.76	109,620,000	16.63
Fudan University <sup>(Note 3)</sup>	106,730,000	17.29	106,730,000	16.19
Zhang Yong <sup>(Note 4)</sup>	66,845,110	10.83	66,845,110	10.14
Zhou Yufeng <sup>(Note 5)</sup>	47,443,420	7.68	47,443,420	7.20
Jingwei Textile Machinery Co., Ltd. ("Jingwei Textile") <sup>(Note 6)</sup>	29,941,470	4.85	29,941,470	4.54
Jiang Guoxing	7,210,000	1.17	7,210,000	1.09
Shi Lei	7,210,000	1.17	7,210,000	1.09
<b>Total Issued Domestic Shares</b>	<b>375,000,000</b>	<b>60.75</b>	<b>375,000,000</b>	<b>56.88</b>
<b>H SHARES</b>				
Zhao Jun and Chi Rui <sup>(Note 7)</sup>	19,224,000	3.11	19,224,000	2.92
Other H Shareholders	223,106,000	36.14	223,106,000	33.84
The Placees	–	–	42,000,000	6.37
<b>Total Issued H Shares</b>	<b>242,330,000</b>	<b>39.25</b>	<b>284,330,000</b>	<b>43.12</b>
<b>TOTAL ISSUED SHARES</b>	<b>617,330,000</b>	<b>100.00</b>	<b>659,330,000</b>	<b>100.00</b>

*Notes:*

1. The percentages set out herein represent the rounding of figures to two decimal places.
2. Bailian Group is a state-owned enterprise wholly owned by the Shanghai Municipal Government and holds the entire equity interest in Shanghai Commerce and Invest (Group) Corporation (“**SCI**”). SCI in turn holds 70.2% of the equity interest in Shanghai Fudan Technology Enterprise Holdings Limited, which is the direct holder of 109,620,000 Domestic Shares.
3. Fudan University wholly owns Shanghai Fudan Assets Management Co., Ltd., which in turn wholly owns Shanghai Fudan High Tech Company, a state-owned enterprise, which is the direct holder of 106,730,000 Domestic Shares.
4. Zhang Yong holds 95% of the equity interest in Shanghai Yikun Investment Consultant Partnership Enterprise\* (“**Shanghai Yikun**”), and Shanghai Yikun holds 99.81% and 99.32% of the equity interest in Shanghai Zhengben Corporate Management Consultant Partnership Enterprise\* (“**Shanghai Zhengben**”) and Shanghai Nianjin Corporate Management Consultant Partnership Enterprise\* (“**Shanghai Nianjin**”), respectively. Shanghai Zhengben and Shanghai Nianjin are the direct holders of 52,167,270 and 14,677,840 Domestic Shares, respectively.
5. Zhou Yufeng holds 99% of the equity interest in Shanghai Shanyao Industrial Limited\* (“**Shanghai Shanyao**”). Shanghai Shanyao in turn holds 99.79% of the equity interest in Shanghai Zhenghua Corporate Management Consultant Partnership Enterprise\*, which is the direct holder of 47,443,420 Domestic Shares.
6. Jingwei Textile holds 37.47% of the equity interest in Zhongrong International Trust Limited\* (“**Zhongrong International**”). Zhongrong International holds the entire equity interest in Beijing Zhongrong Dingxin Investment Management Limited\* (“**Zhongrong Dingxin**”), and Zhongrong Dingxin holds the entire equity interest in Dazi Country Dingcheng Capital Investment Limited\* (“**Dingcheng**”). Dingcheng holds 0.01% of the equity interest in Shanghai Danruo Investment Management Partnership Enterprise\* (“**Shanghai Danruo**”) and is the general partner thereof. Wang Shumin and Wang Jizhuo together wholly and beneficially owns Beijing Huacheng Lihe Investment Limited which holds the remaining 99.99% of the equity interest in Shanghai Danruo. Shanghai Danruo and Dingcheng holds 72.69% and 0.33% of the equity interest in Shanghai Guonian Corporate Management Consultant Partnership Enterprise\* (“**Shanghai Guonian**”), respectively. Shanghai Guonian is the direct holder of 29,941,470 Domestic Shares.
7. Zhao Jun and Chi Rui together wholly and beneficially owns Springs Capital Limited, which wholly and beneficially owns Springs China Opportunities Master Fund (“**Spring China**”). Spring China is the direct holder of 19,224,000 H Shares.

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

Shanghai, the PRC, 16 October 2017

*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.*