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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)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) hereby announces that on 15 November 2017, the Board has approved the proposed amendments to the articles of association of the Company (“Articles of Association”). The proposed amendments to Articles of Association are subject to the shareholders' approval at a general meeting.

The main reasons for the proposed amendments to Articles of Association are: (i) to satisfy the Company’s business development and expansion needs and to facilitate the change of its scope of operations; (ii) to complete the requisite business registration procedures pursuant to the completion of placing of H shares of the Company on 16 October 2017; and (iii) to amend the share capital structure due to changes in names of certain shareholders and their shareholding percentage. Details of the proposed amendments to Articles of Association are as follows:

	Articles	Original articles	Amended articles
1.	Article 10 of Chapter 2	The business scope of the Company is researching, developing, producing and selling microelectronics products; offering relevant services; investing in projects on the National Hi-tech and New-tech Industry List (Specific projects need other approvals).	The business scope of the Company is technological development, technology consulting, technical services and technology transfer in the fields of electronics products and information technology; production of microelectronics products, selling self-developed products and offering relevant services; investing and conducting projects on the National New Hi-tech Industry List (Specific projects need other approvals). (The operations of businesses requiring approvals in accordance with the laws may only commence after such approvals have been granted by relevant authorities)
2.	Article 15 of Chapter 3	At the effective date of this version of the Articles of Association, the Company, upon approval by the authorities that are authorized by the State Council to examine and approve companies, has issued 617,330,000 ordinary shares and each share has a par value of Renminbi 0.1.	At the effective date of this version of the Articles of Association, the Company, upon approval by the authorities that are authorized by the State Council to examine and approve companies, has issued 659,330,000 ordinary shares and each share has a par value of Renminbi 0.1.

3.	Article 16 of Chapter 3	<p>At the effective date of the adoption of this Articles of Association, the Company has issued 617,330,000 ordinary shares and total share capital is Renminbi 61,733,000, of which Shanghai Fudan Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 17.76% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 17.29% of the issued share capital of the Company;</p> <p>Shanghai Zhenghua Investment Consultant Partnership Enterprise holds 47,443,420 shares representing 7.68% of the issued share capital of the Company;</p> <p>Shanghai Guonian Investment Consultant Partnership Enterprise holds 29,941,470 shares representing 4.85% of the issued share capital of the Company;</p> <p>Shanghai Zhengben Investment Consultant Partnership Enterprise holds 52,167,270 shares representing 8.45% of the issued share capital of the Company;</p> <p>Shanghai Jinnian Investment Consultant Partnership Enterprise holds 14,677,840 shares representing 2.38% of the issued share capital of the Company;</p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.17% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.17% of the issued share capital of the Company;</p> <p>and holders of Overseas-Listed Foreign-Invested Shares hold 242,330,000 shares, representing 39.25% of the issued share capital of the Company.</p>	<p>At the effective date of the adoption of this Articles of Association, the Company has issued 659,330,000 ordinary shares and total share capital is Renminbi 65,933,000, and the share capital structure is as follows:</p> <p>Shanghai Fudan Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 16.63% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 16.19% of the issued share capital of the Company;</p> <p>Shanghai Zhenghua Corporate Management Consultant Partnership Enterprise (limited partnership) holds 47,443,420 shares representing 7.20% of the issued share capital of the Company;</p> <p>Shanghai Guonian Corporate Management Consultant Partnership Enterprise (limited partnership) holds 29,941,470 shares representing 4.54% of the issued share capital of the Company;</p> <p>Shanghai Zhengben Corporate Management Consultant Partnership Enterprise (limited partnership) holds 52,167,270 shares representing 7.91% of the issued share capital of the Company;</p> <p>Shanghai Nianjin Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,677,840 shares representing 2.23% of the issued share capital of the Company;</p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.09% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.09% of the issued share capital of the Company;</p> <p>and holders of Overseas-Listed Foreign-Invested Shares hold 284,330,000 shares, representing 43.12% of the issued share capital of the Company.</p>
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4.	Article 19 of Chapter 3	At the effective date of this version of the Articles of Association, the registered capital of the Company is Renminbi 61,733,000. The registered capital has been registered with the relating Administration for Industry and Commerce, and put on records by the China Securities Regulatory Commission.	At the effective date of this version of the Articles of Association, the registered capital of the Company is Renminbi 65,933,000. The registered capital has been registered with the relating Administration for Industry and Commerce, and put on records by the China Securities Regulatory Commission.
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These amendments to Articles of Association will become effective upon approval by the shareholders at a general meeting and completion of the requisite business registration procedures. The Board has resolved to propose a special resolution at an extraordinary general meeting of the Company to consider and approve the amendments to Articles of Association and to authorise any director to deal with all procedural requirements such as applications, approvals, registration and filings in relation to the proposed amendments to Articles of Association.

A circular containing, among other things, details of the proposed amendments to Articles of Association, together with notice of extraordinary general meeting, will be dispatched to the Company's shareholders in due course.

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

Shanghai, the PRC, 16 November 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.

** For identification only*