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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)

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) 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 12 January 2018 (Friday) at 10:00 a.m. is set out on pages 9 to 10 of this circular.

Whether or not you are able to attend the EGM, 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 EGM to the Company’s registered office, or principal place of business in Hong Kong or the Company’s Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

22 November 2017

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“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 (Stock code: 1385)
“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
“EGM”	the extraordinary general meeting of the Company to be held at Building 4, Lane 127, Guotai Road, Shanghai, the PRC on 12 January 2018 at 10:00 a.m.
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“PRC Company Law”	the company law of the PRC
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	registered Domestic Shareholders and H Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK dollars”	the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“%”

Percent

Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

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:

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM and to set out the notice of EGM.

At the EGM, a special resolution will be proposed to approve the proposed amendments to the Articles of Association.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The main reasons for the proposed amendments to the 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.

Pursuant to article 50 and 71 of the Articles of Association, any proposed amendments to the Articles of Association is required for consideration and approval by the Shareholders at a general meeting under special resolution. As confirmed by the legal advisers, the proposed amendments to the Articles of Association conform with the requirements of the Listing Rules as well as the PRC Company Law and other applicable laws and regulations of the PRC. The Company also confirms that there is nothing unusual about such proposed amendments for a company listed in Hong Kong.

This resolution will become effective upon approval by the Shareholders at the EGM and completion of the requisite business registration procedures.

Details of the proposed amendments to the Articles of Association are set out in Appendix 1 to this circular.

3. EGM

A notice convening the EGM is set out in Appendix 2 to this circular.

The relevant form of proxy and reply slip for the EGM are enclosed with this circular and such form of proxy and reply slip are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fms.com). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 22 December 2017; and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

Pursuant to the Listing Rules and in accordance with article 66 of the Articles, the resolution set out in the notice of EGM will be voted by poll.

4. 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 13 December 2017 shall be entitled to attend the EGM. To be qualified to attend the EGM, 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 4:30 p.m. on 12 December 2017.

LETTER FROM THE BOARD

For the purpose of the EGM, the Register of Members of the Company will be closed from 13 December 2017 to 12 January 2018 (both days inclusive) and during which no transfer of H shares will be effected.

5. RECOMMENDATION

The Directors consider that the proposed amendments to Articles of Association 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 resolution in the EGM.

6. 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, 22 November 2017

APPENDIX 1 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

This Appendix I sets out the existing Articles of Association of the Company and proposed amendments thereto for the purpose of information. The terms used herein shall have the same meanings as defined in the Articles of Association.

The English version of this Appendix I is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

	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.

APPENDIX 1 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Articles	Original articles	Amended articles
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>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>

APPENDIX 1 PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

	Articles	Original articles	Amended articles
		<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>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>
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.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "EGM") 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 12 January 2018 at 10:00 a.m. for the following purposes:-

SPECIAL RESOLUTION

1. To consider and approve the amendments to the 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 the articles of association.

By order of the Board

Shanghai Fudan Microelectronics Group Company Limited*

Jiang Guoxing

Chairman

Shanghai, the PRC, 22 November 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 13 December 2017 shall be entitled to attend the EGM. Further details are set out in the reply slip and explanation thereto.
2. Any member entitled to attend and vote at the EGM 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 EGM at the Company's registered office, or the Company's principal place of business in Hong Kong or the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as stipulated in the proxy form.

* For identification purpose only

4. The Register of Members of the Company in Hong Kong will be closed from 13 December 2017 to 12 January 2018 (both dates inclusive) during which period no transfer of H shares will be registered. To be qualified to attend the EGM, 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 4:30 p.m. on 12 December 2017.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM 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 set out in the above notice as required by the Listing Rules are set out in Appendix 1 of this circular.