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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 ISSUANCE OF NEW DOMESTIC SHARES UNDER GENERAL MANDATE AND AMENDMENTS OF ARTICLES**

Reference is made to the announcement of Shanghai Fudan Microelectronics Group Company Limited \* (the "Company") published on 13 December 2018 (the "Announcement") in relation to, among other things, to allot and issue of Subscription Shares to the Subscribers under the General Mandate and the Subscription Agreements, and to make certain amendments to Articles. Unless otherwise stated, capitalised terms used herein shall have the same meanings as ascribed to them in the Announcement.

### **COMPLETION OF THE SUBSCRIPTIONS**

The Board is pleased to announce that the conditions of the Subscription Agreements were fulfilled and completion of the Subscriptions took place on 20 February 2019 pursuant to the terms of the Subscription Agreements. A total of 35,172,000 Subscription Shares have been successfully allotted and issued to the Subscribers under the General Mandate at the Subscription Price of RMB5.73 (approximately HK\$6.49) per Subscription Share. To the best knowledge, information and belief of the Company, none of the Subscribers and their respective beneficial owners is a connected person (as defined in the Listing Rules) of the Company. None of the Subscribers has become a Substantial Shareholder immediately after completion of the Subscriptions.

The net proceeds from the Subscriptions, after deduction of the related expenses, are approximately RMB200,715,000 (approximately HK\$227,169,000) which will be used for supplementing the working capital of the Group for its development and operation.

### **EFFECT OF THE SUBSCRIPTIONS ON THE SHAREHOLDING STRUCTURE**

The 35,172,000 Domestic Shares issued under the Subscription Agreements represent (i) approximately 9.38% and 5.33%, respectively, of the issued Domestic Shares and the existing issued share capital of the Company immediately before completion of the Subscriptions; and (ii) approximately 8.57% and 5.06%, respectively, of the issued Domestic Shares and the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after completion of the Subscriptions and as at the date of this announcement.

The shareholding structure of the Company (i) immediately before completion of the Subscriptions; and (ii) immediately after completion of the Subscriptions and as at the date of this announcement are set out below:

Name of Shareholder	Immediately before completion of the Subscriptions			Immediately after completion of the Subscriptions and as at the date of this announcement		
	Number of Shares	% of total issued Domestic Shares or H Shares	% of total issued Shares	Number of Shares	% of total issued Domestic Shares or H Shares	% of total issued Shares
<b>Domestic Shares</b>						
Shanghai Fudan Technology Enterprise Holdings Limited (“Fudan Technology”) <sup>(Note 1)</sup>	109,620,000	29.23	16.63	109,620,000	26.73	15.78
Shanghai Commerce and Invest (Group) Corporation (“SCI”) <sup>(Note 1)</sup>	109,620,000	29.23	16.63	109,620,000	26.73	15.78
Bailian Group Company Limited (“Bailian Group”) <sup>(Note 1)</sup>	109,620,000	29.23	16.63	109,620,000	26.73	15.78
Shanghai Fudan High Tech Company (“Fudan High Tech”) <sup>(Note 2)</sup>	106,730,000	28.46	16.19	106,730,000	26.02	15.37
Shanghai Fudan Assets Management Co., Ltd. (“Fudan Assets”) <sup>(Note 2)</sup>	106,730,000	28.46	16.19	106,730,000	26.02	15.37
Fudan University <sup>(Note 2)</sup>	106,730,000	28.46	16.19	106,730,000	26.02	15.37
Shanghai Zhengben Investment Consultant Partnership Enterprise* (“Shanghai Zhengben”) <sup>(Note 3)</sup>	52,167,270	13.91	7.91	52,167,270	12.72	7.51
Shanghai Yikun Investment Consultant Partnership Enterprise* (“Shanghai Yikun”) <sup>(Note 3)</sup>	66,845,110	17.83	10.14	66,845,110	16.29	9.62
Zhang Yong <sup>(Note 3)</sup>	66,845,110	17.83	10.14	66,845,110	16.29	9.62
Shanghai Zhenghua Investment Consultant Partnership Enterprise* (“Shanghai Zhenghua”) <sup>(Note 4)</sup>	47,443,420	12.65	7.20	47,443,420	11.57	6.83
Shanghai Shanyao Industrial Limited* (“Shanghai Shanyao”) <sup>(Note 4)</sup>	47,443,420	12.65	7.20	47,443,420	11.57	6.83
Zhou Yufeng <sup>(Note 4)</sup>	47,443,420	12.65	7.20	47,443,420	11.57	6.83
Shanghai Guonian Investment Consultant Partnership Enterprise* (“Shanghai Guonian”) <sup>(Note 5)</sup>	29,941,470	7.99	4.54	29,941,470	7.30	4.31
Shanghai Danruo Investment Management Partnership Enterprise* (“Shanghai Danruo”) <sup>(Note 5)</sup>	29,941,470	7.99	4.54	29,941,470	7.30	4.31
Zhongrong Yicheng Asset Management Limited* (“Zhongrong Yicheng”) <sup>(Note 5)</sup>	29,941,470	7.99	4.54	29,941,470	7.30	4.31

Beijing Zhongrong Dingxin Investment Management Limited* (“Zhongrong Dingxin”) <sup>(Note 5)</sup>	29,941,470	7.99	4.54	29,941,470	7.30	4.31
Zhongrong International Trust Limited* (“Zhongrong International”) <sup>(Note 5)</sup>	29,941,470	7.99	4.54	29,941,470	7.30	4.31
Jingwei Textile Machinery Co., Ltd. (“Jingwei Textile”) <sup>(Note 5)</sup>	29,941,470	7.99	4.54	29,941,470	7.30	4.31
Jiang Guoxing	7,210,000	1.92	1.09	7,210,000	1.76	1.04
Shi Lei	7,210,000	1.92	1.09	7,210,000	1.76	1.04
Shanghai Shenghao Corporate Management Consultant Partnership Enterprise*	-	-	-	14,741,000	3.59	2.12
Shanghai Xuling Corporate Management Consultant Partnership Enterprise*	-	-	-	6,243,000	1.52	0.90
Shanghai Haoyue Corporate Management Consultant Partnership Enterprise*	-	-	-	5,177,000	1.26	0.75
Shanghai Yuhao Corporate Management Consultant Partnership Enterprise*	-	-	-	9,011,000	2.20	1.30
<b>Total issued Domestic Shares</b>	<b>375,000,000</b>	<b>100.00</b>	<b>56.88</b>	<b>410,172,000</b>	<b>100.00</b>	<b>59.06</b>
<b><i>H Shares</i></b>						
Springs China Opportunities Master Fund (“Spring China”) <sup>(Note 6)</sup>	17,088,000	6.01	2.59	17,088,000	6.01	2.46
Springs China Limited <sup>(Note 6)</sup>	17,088,000	6.01	2.59	17,088,000	6.01	2.46
Zhao Jun <sup>(Note 6)</sup>	17,088,000	6.01	2.59	17,088,000	6.01	2.46
Haitong International Securities Company Limited (“Haitong International Securities”) <sup>(Note 7)</sup>	17,128,349	6.02	2.60	17,128,349	6.02	2.47
Haitong International Finance Company Limited (“Haitong International Finance”) <sup>(Note 7)</sup>	19,022,000	6.69	3.34	19,022,000	6.69	2.74
Haitong International (BVI) Limited. (“Haitong International”) <sup>(Note 7)</sup>	19,022,000	6.69	3.34	19,022,000	6.69	2.74
Haitong International Securities Group Limited (“Haitong International Securities Group”) <sup>(Note 7)</sup>	19,022,000	6.69	3.34	19,022,000	6.69	2.74
Haitong International Holdings Limited (“Haitong International Holdings”) <sup>(Note 7)</sup>	19,022,000	6.69	3.34	19,022,000	6.69	2.74
Haitong Securities Co., Ltd. (“Haitong Securities”) <sup>(Note 7)</sup>	19,022,000	6.69	3.34	19,022,000	6.69	2.74

Other H shareholders	<u>248,220,000</u>	<u>87.30</u>	<u>37.19</u>	<u>248,220,000</u>	<u>87.30</u>	<u>35.74</u>
<b>Total issued H Shares</b>	<b><u>284,330,000</u></b>	<b><u>100.00</u></b>	<b><u>43.12</u></b>	<b><u>284,330,000</u></b>	<b><u>100.00</u></b>	<b><u>40.94</u></b>
<b>Total issued shares</b>	<b><u>659,330,000</u></b>		<b><u>100.00</u></b>	<b><u>694,502,000</u></b>		<b><u>100.00</u></b>

*Notes:*

- (1) Bailian Group is a state-owned enterprise wholly owned by the Shanghai Municipal Government and wholly owned SCI, and SCI held 70.2% of the equity interest of Fudan Technology. Accordingly, each of SCI and Bailian Group is deemed to be interested in Fudan Technology's interest in the Company.
- (2) Fudan High Tech is a state-owned enterprise wholly owned by Fudan Assets and Fudan Assets is wholly owned by Fudan University.
- (3) Zhang Yong held 95% of the equity interest in Shanghai Yikun, and Shanghai Yikun held 99.81% of the equity interest in Shanghai Zhengben (formerly known as "Shanghai Zhengben Investment Consultant Partnership Enterprise"). Accordingly, each of Shanghai Yikun and Zhang Yong is deemed to be interested in Shanghai Zhengben's interest in the Company. Shanghai Yikun and Zhang Yong further held the Company's interest through another controlled corporation.
- (4) Zhou Yufeng held 99% of the equity interest in Shanghai Shanyao, and Shanghai Shanyao held 99.79% of the equity interest in Shanghai Zhenghua. Accordingly, each of Shanghai Shanyao and Zhou Yufeng is deemed to be interested in Shanghai Zhenghua's interest in the Company.
- (5) Jingwei Textile holds 37.47% of the equity interest in Zhongrong International, Zhongrong International holds the entire equity interest in Zhongrong Dingxin, Zhongrong Dingxin holds the entire equity interest in Dingcheng Capital, Dingcheng Capital holds 0.01% of the equity interest in Shanghai Danruo and is the general partner thereof. Wang Shumin and Wang Jizhuo together wholly and beneficially owns Huacheng Lihe 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, respectively. Accordingly, each of Shanghai Danruo, Dingcheng Capital, Zhongrong Dingxin, Zhongrong International, Jingwei Textile Huacheng Lihe, Wang Shumin and Wang Jizhuo is deemed to be interested in Shanghai Guonian's interest in the Company.
- (6) Spring China is beneficially owned by Spring China Limited, which is beneficially owned by Zhao Jun. Accordingly, each of Spring China Limited and Zhao Jun is deemed to be interested in Spring China's interest in the Company.
- (7) Haitong Securities holds the entire equity interest in Haitong International Holdings, Haitong International Holdings holds 63.08% of the equity interest in Haitong International Securities Group, Haitong International Securities Group holds the entire equity interest in Haitong International, Haitong International holds the entire equity interest in Haitong International Finance, Haitong International Finance holds the entire equity interest in Haitong International Securities. Accordingly, each of Haitong International Finance, Haitong International, Haitong International Securities Group, Haitong International Holdings and Haitong Securities is deemed to be interested in Haitong International Securities' interest in the Company. Haitong International Finance also holds an indirect interest of 1,893,651 H Shares through a controlled enterprise.

## AMENDMENTS OF ARTICLES

Reference is made to the section headed "Proposed Amendments of Articles" in the Announcement, the approval, registration and filing procedures required for amendments of Articles were completed immediately after completion of the Subscriptions.

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

Shanghai, the PRC, 20 February 2019

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 purpose only