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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) hereby announces that Mr. Chen Baoying (“Mr. Chen”), an independent non-executive director of the Company (“INED”), has notified the Board on 30 March 2019 that due to reaching high age, will resign from the post of INED effective from the date of the Company’s forthcoming annual general meeting (the “AGM”). Mr. Chen has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Chen for his contributions to the Company during his tenure of office.

**ELECTION OF INED**

The Board is pleased to announce that the nomination committee of the Company has approved to propose the election of Mr. Cao Zhongyong (“Dr. Cao”) as INED to fill the casual vacancy caused by Mr. Chen’s resignation and a resolution will be proposed by the Board for approval at the AGM. Upon the passing of the resolution proposed to elect Dr. Cao as INED at the AGM, the Company will enter into an INED service contract with Dr. Cao for a term of 3 years from the date of AGM until the expiry date of the 8th session of the Board, which is 30 May 2022. Dr. Cao will be entitled to a monthly travelling allowance of RMB3,000.

Biographical details of Dr. Cao are set out below:

Cao Zhongyong, aged 60, received a bachelor's degree in 1983 and a master's degree in 1986 respectively from the Department of Transportation Management of the Shanghai Institute of Railways, and further received a doctorate degree in Economics from the Beijing Jiaotong University in 1995. Dr. Cao was seconded by the Ministry of Railways as a visiting scholar at Harvard Kennedy School of Politics. He was a professor, Assistant Dean of International Economics and Management and deputy head of the Academic Registry of the Shanghai Railways University; tutors to doctorate students of the Tongji University and post-doctoral station of the Shanghai Maritime University. He was also the supervisor of the Examination and Assessment Centre for Leader Cadres of Shanghai, supervisor of the Shanghai Executive Development Centre, supervisor of accreditation committee of qualifications for assigned directors and supervisors of state-owned enterprises of Shanghai and chairman of the Alumni Association of the Harvard University. He was awarded with the youth technology talent of the first session held by the Ministry of Railways and excellent youth high school scholar of Shanghai

Dr. Cao has confirmed that other than the above disclosures, (i) he does not hold any position in the Company or any of its subsidiaries nor any directorship in any listed public company in the last three years; (ii) he has no relationship with any Directors, senior management, controlling shareholders or substantial shareholders of the Company; and (iii) at the date of this announcement, he has no interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There are no other matters about Dr. Cao's election as INED which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51 (2) of the Rules Governing the Listing of Securities on the Stock Exchange nor are there other matters that need to be brought to the attention of the shareholders of the Company.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

With a view to improve corporate governance of the Company, the Board proposed to amend the existing articles of association of the Company ("Articles") as set out below:

No.	Article	Original article	Amended article
1.	Article 16	<p>At the effective date of the adoption of this Articles of Association, the Company has issued 694,502,000 ordinary shares and total share capital is Renminbi 69,450,200, and the share capital structure is as follows:</p> <p>Shanghai Fudan Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 15.78% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 15.37% 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 694,502,000 ordinary shares and total share capital is Renminbi 69,450,200, and the share capital structure is as follows:</p> <p>Shanghai Fudan <u>Fukong</u> Technology Enterprise Holdings Limited holds 109,620,000 shares, representing 15.78% of the issued share capital of the Company;</p> <p>Shanghai Fudan High Tech Company holds 106,730,000 shares, representing 15.37% 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 6.83% 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 4.31% 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 7.51% 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 2.11% of the issued share capital of the Company;</p> <p>Shanghai Shenghao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,741,000 shares representing 2.12% of the issued share capital of the Company;</p> <p>Shanghai Xuling Corporate Management Consultant Partnership Enterprise (limited partnership) holds 6,243,000 shares representing 0.90% of the issued share capital of the Company;</p> <p>Shanghai Haoyue Corporate Management Consultant Partnership Enterprise (limited partnership) holds 5,177,000 shares representing 0.75% of the issued share capital of the Company;</p> <p>Shanghai Yuhao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 9,011,000 shares representing 1.30% of the issued share capital of the Company;</p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>and holders of Overseas-Listed Foreign-Invested Shares hold 284,330,000 shares, representing 40.94% 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 6.83% 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 4.31% 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 7.51% 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 2.11% of the issued share capital of the Company;</p> <p>Shanghai Shenghao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 14,741,000 shares representing 2.12% of the issued share capital of the Company;</p> <p>Shanghai Xuling Corporate Management Consultant Partnership Enterprise (limited partnership) holds 6,243,000 shares representing 0.90% of the issued share capital of the Company;</p> <p>Shanghai Haoyue Corporate Management Consultant Partnership Enterprise (limited partnership) holds 5,177,000 shares representing 0.75% of the issued share capital of the Company;</p> <p>Shanghai Yuhao Corporate Management Consultant Partnership Enterprise (limited partnership) holds 9,011,000 shares representing 1.30% of the issued share capital of the Company;</p> <p>Mr. Jiang Guoxing holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>Mr. Shi Lei holds 7,210,000 shares, representing 1.04% of the issued share capital of the Company;</p> <p>and holders of Overseas-Listed Foreign-Invested Shares hold 284,330,000 shares, representing 40.94% of the issued share capital of the Company.</p>
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2.	Article 87	<p>Directors shall be elected at the shareholders' general meeting each for a term of 3 years. <u>At each annual general meeting, one-third of directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that every Director including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.</u></p> <p>A written notice of intention to nominate a person for election as director and a written notice of acceptance of such nomination given by such person shall be given to the Company 7 days prior to a shareholder's meeting. The written notice shall be given no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting.</p> <p>The number of directors that do not concurrently hold posts in the Company shall be more than one half of the whole number of the directors of the Company. And the Company shall appoint at least three independent non-executive directors, constituting not less than one-third of the Board of Directors, including at least one who has the professional qualification or professional knowledge in accounting or relevant financial management in accordance with the Listing Rules.</p> <p>The chairman of the board and the vice chairman of the board shall be elected and removed by more than half of all the directors. The chairman of the board and the vice-chairman of the board shall serve a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.</p> <p>Subject to compliance with the relevant laws and regulations, the shareholders in general meeting may by ordinary resolution remove any director of the board whose term has not expired. (But the right to claim pursuant to any agreements shall be not affected thereby.)</p>	<p>Directors shall be elected at the shareholders' general meeting each for a term of 3 years.</p> <p>A written notice of intention to nominate a person for election as director and a written notice of acceptance of such nomination given by such person shall be given to the Company 7 days prior to a shareholder's meeting. The written notice shall be given no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting.</p> <p>The number of directors that do not concurrently hold posts in the Company shall be more than one half of the whole number of the directors of the Company. And the Company shall appoint at least three independent non-executive directors, constituting not less than one-third of the Board of Directors, including at least one who has the professional qualification or professional knowledge in accounting or relevant financial management in accordance with the Listing Rules.</p> <p>The chairman of the board and the vice chairman of the board shall be elected and removed by more than half of all the directors. The chairman of the board and the vice-chairman of the board shall serve a term of 3 years and may serve consecutive terms if re-elected upon the expiration of their terms.</p> <p>Subject to compliance with the relevant laws and regulations, the shareholders in general meeting may by ordinary resolution remove any director of the board whose term has not expired. (But the right to claim pursuant to any agreements shall be not affected thereby.)</p>
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3.	Article 105	<p>The board of supervisors shall be composed of 2 shareholders' representatives and 1 representative of the Company's staff and workers. The shareholders' representatives shall be elected and removed by the shareholders' general meeting, and the representatives of the Company's staff and workers shall be democratically election or removed by the Company's staff and workers.</p> <p><u>The number of supervisors that do not concurrently hold posts in the Company shall be more than half of the whole number of the supervisors of the Company. And the Company shall appoint at least two independent supervisors who are independent from the shareholders of the Company and do not hold posts in the Company either.</u></p>	<p>The board of supervisors shall be composed of 2 shareholders' representatives and 1 representative of the Company's staff and workers. The <u>supervisors of the</u> shareholders' representatives shall be elected and removed by the shareholders' general meeting, and <u>the supervisor of</u> the representative of the Company's staff and workers shall be democratically election or removed by the Company's staff and workers.</p>

The above proposed amendments to the Articles are subject to the passing as a special resolution in the AGM. A circular contains details of proposed amendments to the Articles together with notice of AGM will be sent to the shareholders of the Company in due course.

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

Shanghai, the PRC, 30 March 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 only