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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)

**CLARIFICATION ANNOUNCEMENT
SUPPLEMENTARY CIRCULAR AND SUPPLEMENTARY NOTICE OF AGM**

Reference is made to the announcement issued by Shanghai Fudan Microelectronics Group Company Limited (the “Company”) dated 16 May 2019 (the “Announcement”) with the heading of “SUPPLEMENTARY CIRCULAR TO THE CIRCULAR DATED 19 APRIL 2019 – PROPOSED ELECTION OF DIRECTORS AND SUPPLEMENTARY NOTICE OF AGM”, regarding, among other things, i) Letter from the Board; and ii) Supplementary notice of AGM (the “Supplementary Notice of AGM”) set out in the Supplementary Circular. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Company would like to clarify that due to inadvertent clerical error, the second paragraph of the Supplementary Notice of AGM as set out on page 5 of the Supplementary Circular should read as follows (with the change underlined for easy reference):

“SUPPLEMENTARY NOTICE is hereby given that the AGM will be held as originally scheduled. In the resolutions set out in the Original Notice, the following ordinary resolutions will not be considered and approved:

2. (a) To elect directors:

(ix) To re-elect Mr. Cheung Wing Keung as Independent Non-executive Director; and

(xi) To re-elect Mr. Lin Fujiang as Independent Non-executive Director.

The following additional ordinary resolutions will also be considered and approved:

2. (a) To elect directors:

(xiii) To elect Mr. Cai Minyong as Independent Non-executive Director; and

(xiv) To elect Mr. Wang Pin as Independent Non-executive Director.”

The printed copy of the Supplementary Circular dated 16 March 2019 has been properly amended with the captioned changes and save as disclosed above, all information in the Announcement remains unchanged.

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

Shanghai, the PRC, 17 May 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*