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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)

CHANGES IN NON-EXECUTIVE DIRECTORS AND SUPERVISORS

CHANGES IN NON-EXECUTIVE DIRECTORS

The board of directors (the “Board”) of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) hereby announces that Mr. Yao Fuli (“Mr. Yao”), a non-executive director of the Company (“NED”), has notified the Board on 12 June 2019 that due to his busy schedule on other commitments, tendered his resignation from the post of NED. Mr. Yao will still handle his duties as a non-executive director until the resolution of the proposed appointment of the new non-executive director takes effect upon its passing at the forthcoming extraordinary general meeting (“EGM”). Mr. Yao 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 (“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. Yao for his contributions to the Company during his tenure of office.

The Board is pleased to announce that the nomination committee of the Company has approved the proposal of the nomination of Mr. Wu Ping (“Mr. Wu”) as NED, and a relevant resolution will also be proposed by the Board for approval at the EGM. Upon the passing of the resolution proposed to appoint Mr. Wu as NED at the EGM, the Company will enter into a NED service contract with Mr. Wu from the date of EGM until the expiry date of the 8th session of the Board, which is 2 June 2022, of the Company. Mr. Wu will not receive any director’s remuneration. Biographical details of Mr. Wu are set out in the appendix of this announcement.

* For identification purpose only

CHANGES IN SUPERVISORS

The Shareholder representative supervisor (“Supervisor”) of the Company, Mr. Wei Ran (“Mr. Wei”), has notified the supervisory committee (“Supervisory Committee”) of the Company on 12 June 2019 that due to his busy schedule on other commitments, tendered his resignation from the post of Supervisor and effected today. Mr. Wei has confirmed that he has no disagreement with the Supervisory Committee and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

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

According to the recommendation of the relevant Shareholder units, the Company agreed to nominate Mr. Gu Weizhong (“Mr. Gu”) as Shareholder representative Supervisor to fill the casual vacancy. Upon the passing of the resolution proposed to appoint Mr. Gu as Supervisor at the EGM, the Company will enter into a Supervisor service contract with Mr. Gu from the date of EGM until the expiry date of the 8th session of Supervisory Committee, which is 2 June 2022, of the Company. Mr. Gu will not receive any supervisor’s remuneration. Biographical details of Mr. Gu are set out in the appendix of this announcement.

The above proposed appointments of non-executive director and Shareholder representative Supervisor are still subject to the consideration and approval as ordinary resolutions at EGM. A circular containing details related to the proposed appointments of the non-executive director and Supervisor as well as the notice of EGM will be sent to the Shareholders shortly.

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

Shanghai, the PRC, 12 June 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. Guo Li, Mr. Cao Zhongyong, Mr. Cai Minyong and Mr. Wang Pin.

APPENDIX:

The biographical details of Mr. Wu are as follows:

Mr. Wu Ping, aged 55, holds a bachelor's degree from Shanghai Second Polytechnic University. He previously served as the secretary of the league committee of Shanghai Rectifier Factory Co., Ltd., director of factory office of Shanghai Mining Electrical Appliances Factory Co., Ltd., the executive director and senior vice president of Shanghai Fosun High Technology (Group) Co., Ltd., the director of Debon Securities Co., Ltd., the general manager of Shanghai Commercial Investment (Group) Co., Ltd. ("Shanghai Commercial Investment") (Note), the chairman of Shanghai Commercial Investment Venture Capital Co., Ltd., the chairman of Shanghai Fudan Fukong Technology Industry Holdings Co., Ltd. ("Fudan Fukong") (Note), the chairman of Shanghai Space-Star Venture Investment Management Co., Ltd. From October 1995 up to June 2018, he served as the director of Shanghai Bailian Group Co., Ltd. and the chairman of Shanghai Yuyuan Tourist Mart Co., Ltd., companies listed in the Shanghai Stock Exchange, respectively, as well as the director of Zhaojin Mining Industry Company Limited, a company listed in the Stock Exchange. He is currently the chairman of Shanghai Commercial Investment Holding Limited and served as the director of Shanghai No.1 Pharmacy Co., Ltd., a company listed in the Shanghai Stock Exchange from 12 December 2018.

The biographical details of Mr. Gu are as follows:

Mr. Gu Weizhong, aged 50, holds a master's degree of law from Fudan University and a bachelor's degree from PLA Nanjing Political College. He previously served as the teacher of the political teaching and research section, political department officer and instructor of The Second Military Medical University, the deputy director and director of Shanghai Municipal State-owned Assets Supervision and Administration Commission, the deputy director and director of Secretary Office of the Board of Directors and deputy director of the party committee office of Bailian Group Co., Ltd. (Bailian Group) (Note), the deputy secretary of the party committee of Shanghai Commercial Investment. He is currently the secretary of the party committee of Shanghai Commercial Investment and director of the party committee office of Bailian Group.

Mr. Wu and Mr. Gu confirmed that, save as disclosed above, (i) they did not hold any position in the Company or any of its subsidiaries nor any directorship in other listed companies in the past three years; (ii) they did not have any relationship with any director, supervisor, senior management or substantial shareholder (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) of the Company or any of its subsidiaries; and (iii) they did not hold any interest in the shares of the Company (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) as at the date of this announcement.

There is no other information relating to the appointment of Mr. Wu and Mr. Gu that needs to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules of the Rules Governing the Listing of Securities on the Stock Exchange and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Note:

Bailian Group is a state-owned enterprise wholly owned by the Shanghai Municipal Government and wholly owned SCI, and SCI held 70.2% equity interest of Fudan Fukong. Accordingly, each of SCI and Bailian Group is deemed to be interested in the 109,620,000 domestic shares of the Company held by Fudan Fukong that represent 15.78% equity interest of shares issued by the Company.