

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement, for which the directors (the "Directors") of Shanghai Fudan Microelectronics Group Company Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 document misleading.



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: 8102)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 25 MAY 2012
AND
PAYMENT OF FINAL DIVIDEND**

The Board is pleased to announce that all the resolutions as set out in the Notice of AGM were duly passed by poll at the AGM held on 25 May 2012.

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB 0.08 per share (inclusive of tax, if applicable) in respect of the year ended 31 December 2011 was duly passed and the final dividend is expected to be paid on 6 July 2012.

Reference is made to the circular (the "Circular") and notice (the "Notice") of annual general meeting ("AGM") dated 29 March 2012 of Shanghai Fudan Microelectronics Group Company Limited (the "Company"). Unless otherwise defined, terms used herein shall have the same meaning as defined in the Circular and the Notice.

POLL RESULTS OF THE AGM

The board of directors of the Company (the "Board") is pleased to announce that all the resolutions as set out in the Notice were duly passed by poll at the AGM held on 25 May 2012.

As at the date of the AGM, there were a total of 617,330,000 Shares of RMB0.10 each in issue. The total Shares with voting rights represented by the Shareholders attending the AGM were 391,550,000 Shares, representing approximately 63.43% of the total issued Shares of the Company as at the date of AGM.

None of the Shares entitled the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM and no Shareholder was required to abstain from voting in respect of the resolutions. No shareholder has stated his/her/its intention in the Circular to vote against the relevant resolution or to abstain at the AGM.

Mr. Tong Yat Chong, a Practising Certified Public Accountant, was appointed by the Company as scrutineer for vote-taking. The following are the poll results of the resolutions passed at the AGM:

Ordinary resolution	Number of votes (approximately %)			
	For	Against	Abstain	Total votes
1. To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2011	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
2. a) To re-elect directors :				
(i) To re-elect Mr. Jiang Guoxing as Executive Director	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
(ii) To re-elect Mr. Shi Lei as Executive Director	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
(iii) To re-elect Mr. Zhang Qianling as Non-executive Director	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
(iv) To re-elect Mr. Chen Baoying as Independent Non-executive Director	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
(b) To authorise the Board to fix their remuneration	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
3. To declare a final dividend	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
4. To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
Special resolution				
5. To renew the general mandate to issue new shares	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000
6. To amend Articles	391,550,000 (100 %)	0 (0%)	0 (0%)	391,550,000

As more than half of the votes were casted in favour of the ordinary resolutions and more than two-third of the votes were casted in favour of the special resolutions, the above resolutions 1 to 4 and the resolutions 5 and 6 were duly passed as ordinary resolutions and special resolutions of the Company respectively.

PAYMENT OF FINAL DIVIDEND

The Board is pleased to announce that the resolution regarding the proposed final dividend of RMB8 cents per share (inclusive of tax, if applicable) in respect of the year ended 31 December 2011 was duly passed.

The exchange rate applied by the Company for the calculation of the amount of dividend for H shares payable to H shares shareholders in Hong Kong dollar is the average closing exchange rates of Renminbi to Hong Kong dollar during the calendar week prior to 25 May 2012 (i.e. the date of AGM) as announced by The People's Bank of China, which is HK\$100 = RMB81.34. Based on such exchange rate, the final dividend payable for each H share is HK\$9.835 cents.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "Receiving Agent") and will pay to the Receiving Agent the final dividend declared for payment to H shares shareholders. The Receiving Agent will hold the dividend by way of trust on behalf of H shares shareholders. Such final dividend for H shares is expected to be paid by the Receiving Agent on 6 July 2012 and will be mailed by the Company's share registrar Tricor Tengis Limited to the H shares shareholders who are entitled to receive the same by ordinary post at their own risk.

Please refer to the Company's announcement dated 23 March 2012 for details relating to the withholding of corporate income tax for non-resident corporate shareholders.

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

Shanghai, the PRC, 25 May 2012

As at the date of this announcement, the Company's executive directors are Mr. Jiang Guoxing, Mr. Shi Lei, Mr. Yu Jun, Ms. Cheng Junxia and Mr. Wang Su; non-executive directors are Ms. Zhang Qianling, Mr. He Lixing and Mr. Shen Xiaozu and independent non-executive directors are Mr. Cheung Wing Keung, Mr. Guo Li and Mr. Chen Baoying.

This announcement will remain on the GEM website www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from day of its posting and on the Company's website at www.fmsh.com.

* For identification purposes only