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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
CONNECTED TRANSACTION IN RELATION TO
SHARE ALLOTMENTS OF A NON WHOLLY-OWNED SUBSIDIARY
DEEMED AS A DISPOSAL OF INTEREST**

Reference is made to the announcement of Shanghai Fudan Microelectronics Group Company Limited (the “Company”) dated 16 April 2014 in relation to the connected transaction and deemed disposal of interest in Sino IC (the “Announcement”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

The Board wishes to clarify that the following disclosures should be added to the section headed “The Subscribers” of the Announcement in the following manner:

1. Add to item (a): The 46 existing shareholders include 5 directors and 2 supervisors of Sino IC. These directors and supervisors now hold a total of 4,734,764 shares and have subscribed for 236,675 shares under the capacity of existing shareholders and in accordance with their shareholding ratios for a total consideration of RMB1,183,375. Pursuant to rule 1.01 of the Listing Rules, they are connected persons of the Company.
2. Add to item (b): Of which, two are directors and one is supervisor of Sino IC and they are also accounted for in the 7 directors and supervisors mentioned in item (a) above, and have subscribed for 724,600 shares under the capacity of existing directors, supervisors, senior management and key staff of Sino IC pursuant to the terms of Capital Raising for a total consideration of RMB3,623,000. Pursuant to rule 1.01 of the Listing Rules, they are connected persons of the Company.

Pursuant to Chapter 14A of the Listing Rules, the subscription amount of all connected persons as disclosed in the section headed “The Subscribers” of the Announcement should be aggregated and as such, the connected transactions contemplated under the Capital Raising amounted to RMB19,834,575 in total. As all of the applicable percentage ratios (other than the profits ratio) in respect of the aggregated connected transactions are more than 0.1% but less than 5%, the connected transactions exempt from shareholders’ approval requirement but subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules.

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

Shanghai, the PRC, 17 April 2014

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, Mr. Chen Baoying and Mr. Lin Fujiang.

** For identification only*