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上海復旦微電子股份有限公司
Shanghai Fudan Microelectronics Company Limited*

(a joint stock limited company incorporated in the People's Republic of China)

**PLACING OF H SHARES AND LISTING
ON
THE GROWTH ENTERPRISE MARKET
OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Number of Placing Shares : 125,000,000 H Shares
(subject to Over-allotment Option)
Issue Price : HK\$0.80 per H Share
Nominal value : RMB0.10 each
Stock code : 8102

Lead Manager and Sponsor

BOCI Asia Limited

Underwriters

BOCI Asia Limited

Co-Managers

Grand Cathay Securities **Kingsway SW** **Sinpac Securities**
(Hong Kong) Limited **Securities Limited** **(Hong Kong) Co., Limited**

Summary

- **The 125,000,000 Placing Shares were 1.4 times over-subscribed.**
- **The Company has granted to the Underwriters an Over-allotment Option, which is exercisable by BOCI Asia Limited, for itself and on behalf of the Placing Underwriters, at any time before 5:00 p.m. on 30th August, 2000 to require the Company to issue and allot up to an aggregate of 18,750,000 additional H Shares at the Issue Price.**
- **Immediately following the Placing, approximately 25 per cent. of the enlarged issued share capital of the Company will be held in the hands of the public.**
- **Dealings in the H Shares on GEM are expected to commence at 10:00 a.m. on Friday, 4th August, 2000.**

Unless otherwise defined herein, terms used in this announcement have the same meanings as defined in the prospectus (the “Prospectus”) dated 31st July, 2000 issued by the Company.

Level of Interest

The 125,000,000 Placing Shares are approximately 1.4 times over-subscribed and have been conditionally allocated in full to professional, institutional and other investors. To the best knowledge of the Sponsor and the Directors, no Placing Shares have been placed with any connected person (as defined in the Rules Governing the listing of securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (“the GEM Listing Rules”) of the Company or any existing shareholders of the Company.

Pursuant to the Placing, 125,000,000 Placing Shares were held by a total of 108 places as follows:

Number of Placing Shares	Number of places
2,000 - 498,000	79
500,000 - 998,000	8
1,000,000 - 1,998,000	7
2,000,000 - 4,998,000	4
5,000,000 - 9,998,000	5
10,000,000 - 24,998,000	4
25,000,000	<u>1</u>
Total	<u>108</u>

Of the 125,000,000 Placing Shares, a total of 110,000,000 Placing Shares representing approximately 88 per cent. of the Placing Shares or approximately 22 per cent. of the total issued share capital of the Company immediately following the Placing have been placed to the top ten places, who are independent of and not connected with any of the directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or an associate of any of them.

Investors should be aware that the high concentration of shareholders would affect the liquidity of the H Shares. The shareholders and potential investors are advised to exercise extreme caution in dealing with the H Shares.

Of the Placing Shares, 6,000,000 Shares have been placed to a fellow subsidiary of Kingsway SW Securities Limited. Save as disclosed above, no Placing Share has been placed to any parties specified in Rule 10.12(4).

Over-allotment Option

The Company has granted to the Underwriters the Over-allotment Option, which is exercisable by BOCI Asia Limited, for itself and on behalf of the Underwriters, at any time before 5:00 p.m. on 30th August, 2000 to require the Company to issue up to an aggregate of 18,750,000 additional H Shares at the Issue Price. If the Over-allotment Option is exercised in part or in full, an announcement will be made.

Minimum Public Float Requirement

According to the GEM Listing Rules, the Company is required to maintain a public float of not less than 20 per cent. of its issued share capital at all times

after the listing of the Company on the GEM. Immediately following the Placing (assuming that the Over-allotment Option is not exercised), 25 per cent. of the enlarged issued share capital of the Company will be in public hands.

Deposit of Share Certificates into CCASS

Share certificates in respect of the Placing Shares will be issued in the name of HKSCC Nominees Limited and deposited into CCASS on or before 3rd August, 2000 for credit to the respective CCASS participants' stock accounts of the Underwriters, the CCASS investor participants' stock accounts or the designated CCASS participants' stock accounts of the placees.

Commencement of Dealings

Dealings in the H Shares on GEM are expected to commence at 10:00 a.m. on Friday, 4th August, 2000.

By order of the Board
Shi Lei
Chairman

Hong Kong, 3rd August, 2000

This announcement, for which the Directors 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will appear on the GEM website at www.hkgem.com.

** for identification purpose only*