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華潤微電子有限公司

China Resources Microelectronics Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 597)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Resources Microelectronics Limited (the “**Company**”) will be held at China Resources Banquet Hall, 4/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 12 October, 2009 at 10:00 a.m. (the “**Extraordinary General Meeting**”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

AS ORDINARY RESOLUTION

“**THAT:**

- (a) the shareholders’ loan agreement (the “**Shareholders’ Loan Agreement**”) dated 14 September, 2009 entered into among Jolly China Investments Limited (“**Jolly China**”), an indirect wholly-owned subsidiary of China Resources Microelectronics Limited (the “**Company**”), and Joyous China Investments Limited (“**Joyous China**”) as lenders and CSMC Asia Limited, a joint venture held as to 19% by Jolly China and 81% by Joyous China, as borrower (a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purposes of identification), pursuant to which Jolly China and Joyous China will provide shareholders’ loans in an aggregate amount of US\$202 million to CSMC Asia Limited on a pro rata basis according to their respective shareholdings, be and is hereby approved, confirmed and ratified in all respects and all the transactions contemplated pursuant to the Shareholders’ Loan Agreement be and are hereby approved, confirmed and ratified in all respects; and
- (b) any one director of the Company or any other person authorised by the board of directors of the Company from time to time be and are hereby authorised to sign, execute, perfect and deliver and where required, affix the common seal of the Company to, all such documents, instruments and deeds, and do all such actions which are in his opinion necessary, appropriate, desirable or expedient for the implementation of the Shareholders’ Loan Agreement, all other transactions contemplated under or incidental to the Shareholders’ Loan Agreement and all other matters incidental thereto or in connection therewith.”

By Order of the Board of Directors
China Resources Microelectronics Limited
SONG Lin
Chairman

Hong Kong, 26 September, 2009

Registered office:

Scotia Centre
P.O. Box 2804 GT, George Town
Grand Cayman, Cayman Islands

Head Office and principal place of business:

No.14 Liangxi Road
Wuxi, Jiangsu
214061
PRC

*Place of business in Hong Kong under
Part XI of the Companies Ordinance:*

Room 4003-4005,
China Resources Building,
26 Harbour Road,
Wanchai,
Hong Kong

Notes:

1. Each Shareholder entitled to attend and vote at the Extraordinary General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies (who must be an individual) to attend and vote at the Extraordinary General Meeting or any adjournment thereof (as the case maybe) on his behalf. A proxy need not be a shareholder of the Company.
2. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed under the hand of the appointer or of his attorney authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (address: 1806-1807, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting or any adjourned meeting thereof or poll concerned and, in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Extraordinary General Meeting or any adjournment thereof (as the case maybe), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Extraordinary General Meeting or any adjournment thereof (as the case maybe), personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

As at the date of this announcement, the Executive Directors of the Company are Mr. Song Lin (Chairman), Dr. Peter Chen Cheng-yu (Vice Chairman) and Mr. Wang Guoping (Chief Executive Officer); the Non-Executive Directors are Mr. Zhu Jinkun (Vice Chairman), Mr. Jiang Wei, Mr. Li Fuzuo, Mr. Du Wenmin and Mr. Frank Lai Ni Hium; and the Independent Non-Executive Directors are Mrs. Oon Kum Loon, Mr. Ralph Sytze Ybema and Professor Ko Ping Keung.