



華潤微電子有限公司
China Resources Microelectronics Limited

(Incorporated in the Cayman Islands with limited liability)
 (Stock Code: 597)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON
 12 OCTOBER 2009 AT 10:00 A.M.
 (OR ANY ADJOURNMENT THEREOF)**

For use at the Extraordinary General Meeting (or at any adjournment thereof) of the holders of shares of HK\$0.10 each in the capital of China Resources Microelectronics Limited (the "Company")

I/We¹ _____
 of _____
 being the registered holder(s) of² _____ shares of
 HK\$0.10 each in the capital of the Company HEREBY APPOINT the Chairman of the Extraordinary General Meeting
 or³ _____
 of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the holders of shares of HK\$0.10 each in the capital of the Company (or at any adjournment thereof) to 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. (Hong Kong time), for the purpose of considering and, if thought fit, passing the Ordinary Resolution set out in the notice dated 26 September 2009 convening the Extraordinary General Meeting and at such Extraordinary General Meeting to vote for me/us and in my/our name(s) in respect of the Ordinary Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	FOR ⁴	AGAINST ⁴
ORDINARY RESOLUTION		
To approve, confirm and ratify the shareholders' loan agreement (the " Shareholders' Loan Agreement ") dated 14 September, 2009 entered into among Jolly China Investments Limited (" Jolly China "), and Joyous China Investments Limited (" Joyous China ") as lenders and CSMC Asia Limited as borrower and all the transactions contemplated pursuant to the Shareholders' Loan Agreement; and to authorise any one director of the Company or any other person authorised by the board of directors of the Company from time to time 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, and all other transactions contemplated under or incidental to the Shareholders' Loan Agreement.		

Dated this _____ day of _____ 2009 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, please strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies (who must be an individual) to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Extraordinary General Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ORDINARY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ORDINARY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting in addition to those referred to in the notice convening the Extraordinary General Meeting or abstain.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
- In order to be valid, this form of proxy together with any 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 lodged with Computershare Hong Kong Investor Services Limited, the share registrar and transfer office of the Company in Hong Kong, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (or any adjournment thereof) at which the person named in this form of proxy proposes to vote, and, in default, this form of proxy shall not be treated as valid provided always that the Chairman of the Extraordinary General Meeting may at his discretion direct that a form of proxy shall be deemed to have been duly lodged upon receipt of a telex or cable or facsimile confirmation from the appointer that the form of proxy duly signed is in the course of transmission to the Company. Completion and delivery of this form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person at the Extraordinary General Meeting if you so wish, but in the event of your attending the Extraordinary General Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will 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.