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This circular includes particulars given in compliance with the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

If you are in any doubt as to any aspect of this circular or as to action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Resources Microelectronics Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



華潤微電子有限公司

China Resources Microelectronics Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 597)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

A notice (the “AGM Notice”) convening the annual general meeting (“AGM”) of China Resources Microelectronics Limited (the “Company”) to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong, at 2:30 p.m. 2 June 2010 (Wednesday) is set out in this circular.

Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

10 May 2010

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LETTER FROM THE BOARD



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 597)

Executive Directors:

SONG Lin
Peter CHEN Cheng-yu
WANG Guoping

Registered office:

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

Non-Executive Directors:

ZHU Jinkun
JIANG Wei
LI Fuzuo
DU Wenmin
Frank LAI Ni-Hium

*Head Office and principal place of
business:*

No.14 Liangxi Road
Wuxi, Jiangsu
214061
PRC

Independent Non-Executive Directors:

OON Kum Loon
Ralph Sytze YBEMA
KO Ping Keung

*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

10 May 2010

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

1. INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against certain ordinary resolutions to be proposed at the coming annual general meeting of the Company (the "AGM") for the approval of, inter alia:

- (a) the grant of the Share Issue Mandate (as defined below) and the Share Repurchase Mandate (as defined below) to the directors (the "Directors") of China Resources Microelectronics Limited (the "Company") to issue and to repurchase shares (the "Shares") of the Company; and
- (b) the re-election of Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution (being Ordinary Resolution No.4(B) set out in the AGM Notice) will be proposed to grant a new general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase, at any time during the Relevant Period (as defined in Ordinary Resolution No.4(B) in the AGM Notice), Shares up to a maximum of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the Ordinary Resolution No.4(B) (the “Share Repurchase Mandate”). An explanatory statement setting out the requisite information regarding the Share Repurchase Mandate as required under the Listing Rules is set out in Appendix I to this circular.

As of 6 May 2010, being the latest practicable date prior to the printing of this circular (“Latest Practicable Date”), the number of Shares in issue was 8,789,431,708 Shares. Subject to the passing of the proposed resolution for approving the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 878,943,170 Shares (representing approximately 10% of the issued capital of the Company).

3. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution (being Ordinary Resolution No.4(A) set out in the AGM Notice) will also be proposed to grant a new general and unconditional mandate to the Directors to issue, at any time during the Relevant Period (as defined in Ordinary Resolution No.4(A) in the AGM Notice), Shares representing up to 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of Ordinary Resolution No. 4(A) (the “Share Issue Mandate”). In addition, an ordinary resolution (being Ordinary Resolution No.4(C) set out in the AGM Notice) will be proposed to extend the Share Issue Mandate which would increase the limit of the Share Issue Mandate by adding to it the number of Shares repurchased under the Share Repurchase Mandate.

Subject to the passing of the proposed resolution for approving the Share Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed under the Share Issue Mandate to issue a maximum of 1,757,886,341 Shares as at the Latest Practicable Date.

4. RE-ELECTION OF DIRECTORS

In relation to Resolution No. 2 as set out in the AGM Notice, according to article 112 of the Articles of Association of the Company, Mr. WANG Guoping, Mr. LI Fuzuo, Mr. DU Wenmin and Professor KO Ping Keung will retire from office as Directors at the AGM and being eligible, will offer themselves for re-election as Directors. Details of the Directors, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The AGM Notice, which contains, inter alia, the ordinary resolutions to approve the Share Repurchase Mandate, the Share Issue Mandate and the proposed extension of the Share Issue Mandate, and the re-election of Directors, is enclosed within the Circular. Shareholders of the Company (the “Shareholders”) are advised to read the AGM Notice.

Whether or not you propose to attend the AGM, you are requested to complete the enclosed form of proxy and return it to the Company in accordance with the instructions printed thereon and in the notice of the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

6. VOTING BY WAY OF POLL

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. RECOMMENDATION

The Directors believe that the Share Repurchase Mandate, the Share Issue Mandate and the proposed extension of the Share Issue Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly the Directors recommend that the Shareholders should vote in favour of the relevant ordinary resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
China Resources Microelectronics Limited
SONG Lin
Chairman

SHARE REPURCHASE MANDATE

The following is the explanatory statement, as required by the Listing Rules to provide information to Shareholders for their consideration of the proposed granting of the Share Repurchase Mandate. The Share Repurchase Mandate, upon obtaining Shareholders' approval at the Company's AGM gives a general authority to the Directors to repurchase, at any time until the next annual general meeting of the Company or such earlier period as stated in the relevant resolution, the issued and fully paid-up Shares, up to a maximum of ten percent of its issued share capital at the date of passing of the relevant resolution.

(A) Proposed Share Repurchase Mandate

It is proposed that the Directors may exercise the powers of the Company to repurchase up to ten percent of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As of 6 May 2010, being the Latest Practicable Date, the number of Shares in issue was 8,789,431,708 Shares. Subject to the passing of the proposed resolution for approving the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a limit of 878,943,170 Shares.

(B) Reasons for Repurchases

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Share Repurchase Mandate from the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

(C) Funding of Repurchases

Repurchases must be funded out of funds of the Company legally available for such purposes in accordance with the laws of Cayman Islands and the Memorandum and Articles of Association of the Company. The Directors propose that repurchases of Shares under the Share Repurchase Mandate would be financed from the Company's profits or internal resources.

Whilst the Share Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the Company's most recent published audited financial statements for the year ended 31st December 2009, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

(D) Share Prices

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each month for the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April*	0.280	0.275
May*	0.233	0.220
June*	0.227	0.167
July*	0.197	0.160
August	0.220	0.156
September	0.196	0.157
October	0.220	0.176
November	0.270	0.199
December	0.260	0.226
2010		
January	0.425	0.249
February	0.380	0.310
March	0.415	0.350
April	0.445	0.370
May (up to the Latest Practicable Date)	0.395	0.330

* *The Share prices in respective months are adjusted to reflect the rights issue completed in August 2009.*

(E) General Information

None of the Directors nor (to the best of the knowledge of the Directors, having made all reasonable enquiries) their associates has any present intention to sell any Shares to the Company in the event that the Share Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the Memorandum and Articles of Association of the Company.

No connected person of the Company (as defined in the Listing Rules) have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Share Repurchase Mandate is granted by Shareholders.

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares.

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Share Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code of Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the interests or short positions of the following shareholders in the shares or underlying shares of the Company which have been disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance ("SFO") and have been recorded in the register kept by the Company pursuant to section 336 of the SFO as well as their respective increased interests as a result of exercise in full by the Directors of the Share Repurchase Mandate are set out as follow:

Name of shareholder	Number of shares held	Approximate percentage of the issued Share capital as at the Latest Practicable Date	Approximate percentage of the issue Share capital after full exercise of the Share Repurchase Mandate
China Resources National Corporation ⁽¹⁾ ("CRN")	5,326,855,822	60.61%	67.34%
China Resources Co., Limited ⁽¹⁾ ("CRCL")	5,326,855,822	60.61%	67.34%
CRC Bluesky Limited ⁽¹⁾ ("CRC Bluesky")	5,326,855,822	60.61%	67.34%
China Resources (Holdings) Company Limited ("CRH") ⁽²⁾	5,326,855,822	60.61%	67.34%
Gold Touch Enterprises Inc. ⁽²⁾ ("Gold Touch")	5,326,850,822	60.61%	67.34%

Notes:

1. CRN is a state owned enterprise which is the parent company of CRCL, a company incorporated in the PRC, which in turn is the parent company of CRC Bluesky, a company incorporated in the British Virgin Islands, which is in turn the parent company of CRH, a company incorporated in Hong Kong. Each of CRN, CRCL and CRC Bluesky is deemed to be interested in 5,326,855,822 shares held by CRH.
2. Gold Touch and Commotra Company Limited directly held 5,326,850,822 shares and 5,000 Shares respectively in the Company as at the Latest Practicable Date. Gold Touch and Commotra Company Limited are wholly owned subsidiaries of CRH. As such, CRH is deemed to own 5,326,855,822 Shares of the Company as at the Latest Practicable Date.

Save as disclosed above, to the best of the knowledge and belief of the Company, no other person, together with his/her associates, was beneficially interested in Shares representing 5% or more of the issued share capital of the Company.

Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Share Repurchase Mandate. Assuming the Share Repurchase Mandate is exercised in full, the aggregate amount of share capital of the Company in public hands will not fall below the prescribed minimum percentage of 25%.

Mr. WANG Guoping, aged 48, was appointed as an Executive Director and Chief Executive Officer of the Company with effect from March 2008. He is also a director of various subsidiaries of the Group. He has extensive experience in semiconductor research & development, production management, strategic planning and business development. Before joining the Group, Mr. Wang served as the General Manager of China Huajing Electronics Group Corporation, the largest Semiconductor Manufacturers in the mainland China. He is now the Vice President of China Semiconductor Industry Association and the President of China Semiconductor Industry Association Integrated Circuit Branch. Mr. Wang obtained a Master Degree in Engineering from the University of Electronic Science and Technology, Chengdu, the PRC in 1986.

Mr. Wang was appointed as an Executive Director of the Company for a term of three years commencing on 29 May 2007 which may be terminated by either party by three months' prior written notice. Mr. Wang is entitled to an annual remuneration of HK\$70,000 which was based on his responsibilities in the Group after taking into account his experience and market practice for such post.

Save as disclosed above, Mr. Wang has not held directorships in any other listed public companies in the last three years and has no relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wang has a personal beneficial interest in 9,589,872 Shares. Save as disclosed above, Mr. Wang does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang confirmed that as at the Latest Practicable Date, he had no information to be disclosed pursuant to any of the requirements under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules. He also confirmed that he had no other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. LI Fuzuo, aged 45, was appointed as a Non-executive Director of the Company in March 2008. He is currently Vice President of, and the Chief Strategy Management Officer of China Resources (Holdings) Company Limited ("CRH"), and the General Manager of the Strategy Management Department of CRH. He is also a Non-Executive Director of China Resources Enterprise, Limited (stock code: 291), China Resources Land Limited (stock code: 1109), China Resources Gas Group Limited (stock code: 1193) and China Resources Cement Holdings Limited (stock code: 1313), all of which are companies whose shares are listed on the Main Board of the Stock Exchange. Mr. Li obtained both his Bachelor and Master Degrees in Mechanical Manufacturing Engineering from the Beijing University of Aeronautics and Astronautics in 1987 and 1990 respectively.

Mr. Li was appointed as a Non-Executive Director of the Company for a term of three years commencing on 28 May 2008, which may be terminated by either party by three months' prior written notice. Mr. Li is entitled to an annual remuneration of HK\$50,000 which was based on his responsibilities in the Group after taking into account his experience and market practice for such post.

Save as disclosed above, Mr. Li has not held directorships in any other listed public companies in the last three years and has no relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li has a personal beneficial interest in 918,000 Shares. Save as disclosed above, Mr. Li does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Li confirmed that as at the Latest Practicable Date, he had no information to be disclosed pursuant to any of the requirements under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules. He also confirmed that he had no other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. DU Wenmin, aged 46, was appointed as a Non-executive Director of the Company in March 2008. Mr. Du is currently Vice President of, and Chief Human Resources Officer of CRH. He is also a Non-Executive Director of China Resources Enterprise, Limited (stock code: 291), China Resources Land Limited (stock code: 1109), China Resources Cement Holdings Limited (stock code: 1313) and China Resources Gas Group Limited (stock code: 1193), all of which are companies whose shares are listed on the Main Board of the Stock Exchange. Mr. Du has his MBA Degree from the University of San Francisco, USA.

Mr. Du was appointed as a Non-Executive Director of the Company for a term of three years commencing on 28 May 2008, which may be terminated by either party by three months' prior written notice. Mr. Du is entitled to an annual remuneration of HK\$50,000 which was based on his responsibilities in the Group after taking into account his experience and market practice for such post.

Save as disclosed above, Mr. Du has not held directorships in any other listed public companies in the last three years and has no relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Du has a personal beneficial interest in 1,458,000 Shares. Save as disclosed above, Mr. Du does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Du confirmed that as at the Latest Practicable Date, he had no information to be disclosed pursuant to any of the requirements under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules. He also confirmed that he had no other matters that need to be brought to the attention of the Shareholders of the Company.

Professor KO Ping Keung, aged 58, Professor KO received his Doctor of Philosophy Degree in Electrical Engineering and Computer Science from the University of California at Berkeley. He was on the faculty of the University of California at Berkeley from 1983 to 1993, and served as the Dean of Engineering at the Hong Kong University of Science and Technology from 1994 to 2001. For his contribution to the development of device models used for IC design, Professor KO was awarded the 2002 IEEE Solid-State Circuits Award by the Institute of Electrical and Electronics Engineers.

Professor KO is also an independent non-executive director of Henderson Investment Limited and Henderson Land Development Company Limited, shares of both companies are listed on the Stock Exchange. He was a former Independent Non-Executive Director of China Resources Logic Limited (resigned on 20 March 2008).

Professor Ko was appointed as an Independent Non-Executive Director of the Company for a term of three years commencing on 28 May 2008, which may be terminated by either party by three months' prior written notice. Professor Ko is entitled to an annual remuneration of US\$22,000 which was based on his responsibilities in the Group after taking into account his experience and market practice for such post.

Save as disclosed above, Professor Ko has not held directorships in any other listed public companies in the last three years and has no relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Professor Ko has a personal beneficial interest in 3,173,458 Shares. Save as disclosed above, Professor Ko does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Professor Ko confirmed that as at the Latest Practicable Date, he had no information to be disclosed pursuant to any of the requirements under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules. He also confirmed that he had no other matters that need to be brought to the attention of the Shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN (the “Notice”) that the Annual General Meeting of China Resources Microelectronics Limited (the “Company”) will be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong, at 2:30 p.m. on 2 June 2010 (Wednesday) for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditors for the year ended 31 December 2009;
2. To re-elect Mr. WANG Guoping as Executive Director, Mr. LI Fuzuo and Mr. DU Wenmin as Non-executive Directors, and Professor KO Ping Keung as Independent Non-Executive Director, and authorize the board of Directors (the “Board”) to fix their remuneration;
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company for the financial year 2010, to hold office until the conclusion of the following annual general meeting, and to authorize the Board to fix their remuneration; and
4. As special business, to consider and, if thought fit, to pass the following resolutions as an Ordinary Resolution:

(A) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares (the “Shares”) in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares under the Equity Incentive Plan; or (iii) the exercise of any options granted under the Share Option Scheme adopted by the Company; or (iv) an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants or any securities which are convertible into Shares which might be issued by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

(B) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange (the “Recognised Stock Exchange”) on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with all applicable rules and regulations of the Securities and Futures Commission, the Rules Governing the Listing of Securities on the Stock Exchange or that of the Recognised Stock Exchange, and all applicable laws in this regard, be and is hereby approved generally and unconditionally;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the passing of the ordinary resolutions numbered 4(A) and 4(B) in the Notice, the aggregate nominal amount of the number of shares in the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said resolution numbered 4(B) shall be added to the aggregate nominal amount of the number of shares in the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said resolution numbered 4(A) set out in the Notice.”

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

10 May 2010

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

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

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:

- (A) Each Shareholder entitled to attend and vote at the Annual 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 Annual General Meeting or any adjournment thereof (as the case maybe) on his behalf. A proxy need not be a shareholder of the Company.
- (B) 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.
- (C) 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, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof (as the case may be).
- (D) Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof or poll concerned and, in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (E) Where there are joint registered holders of any Share, any one of such persons may vote at the Annual 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 Annual 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.

The Chinese translation of this notice is for reference only. In case of inconsistency, the English version shall prevail.