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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 THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of CHINA RESOURCES MICROELECTRONICS LIMITED (the “**Company**”) will be held at 4/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 28th December, 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT** the Master Lending Agreements (as defined in the circular of the Company dated 6th December, 2010 of which this notice forms part (the “**Circular**”)) and the annual caps for the maximum aggregate amount which can be lent at any time from the Company together with its subsidiaries under the Master Lending Agreements be and are hereby approved.”

Yours faithfully

By the order of the board of  
**China Resources Microelectronics Limited**  
**Wang Guoping**  
*Chairman*

China, 6th December, 2010

#### *Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the head office of the Company in Hong Kong at Room 4003-4005, 40/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), any vote taken at a general meeting shall be taken by poll. The Company shall announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
4. As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Wang Guoping (Chairman) and Mr. Elvis Deng Mao-song (Chief Executive Officer); five non-executive directors, namely Dr. Peter Chen Cheng-yu, Mr. Du Wenmin, Mr. Shi Shanbo, Mr. Wei Bin and Dr. Zhang Haipeng; and five independent non-executive directors, namely Mrs. Oon Kum Loon, Mr. Ralph Sytze Ybema, Professor Ko Ping Keung, Mr. Luk Chi Cheong and Mr. Wong Tak Shing.