



華潤微電子有限公司

China Resources Microelectronics Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 597)

Proxy form for use at the Extraordinary General Meeting of CHINA RESOURCES MICROELECTRONICS LIMITED (the “Company”) to be held at 4/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 28th December, 2010 at 11:00 a.m. and at any adjournment thereof.

I/We (note 1) _____

of _____

being the registered holder(s) of _____

shares (note 2) of HK\$0.1 each in the share capital of the Company, hereby appoint the Chairman of the meeting or (note 3) _____

of _____

or failing him _____

of _____

to act as my/our proxy at the Extraordinary General Meeting of the Company to be held at 4/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 28th December, 2010 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as indicated below (note 4).

		FOR (note 4)	AGAINST (note 4)	AT THE DISCRETION OF PROXY (note 4)	ABSTAIN (note 4)
1	To approve the Master Lending Agreements and the annual caps for the maximum aggregate amount which can be lent at any time from the Company together with its subsidiaries thereunder.				

Dated this _____ 2010 Shareholder’s signature: _____ (note 5)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.1 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION. IF YOU WISH TO ALLOW YOUR PROXY TO CAST HIS VOTES ON THE RESOLUTION AT HIS DISCRETION, TICK THE BOX MARKED “AT THE DISCRETION OF PROXY” BESIDE THE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, TICK THE BOX MARKED “ABSTAIN” BESIDE THE RESOLUTION.** Failure to complete any of the boxes for each item will entitle your proxy to cast his votes on the resolution at his discretion.
- This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, 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 any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s head office at Room 4003-4005, 40/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.