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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN (the “Notice”) that the Annual General Meeting of China Resources Microelectronics Limited (the “Company”) will be held at China Resources Banquet Hall, 50F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, at 14:30 on 24 June 2011 (Friday) 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 2010;
2. To declare a final dividend of 0.5 Hong Kong cent per share for the year ended 31 December 2010;
3. To re-elect Mr. WANG Guoping as Executive Director;
4. To re-elect Mr. Elvis DENG Mao-song as Executive Director;
5. To re-elect Dr. Peter CHEN Cheng-yu as Non-executive Director;
6. To re-elect Mr. SHI Shanbo as Non-executive Director;
7. To re-elect Mr. WEI Bin as Non-executive Director;
8. To re-elect Dr. ZHANG Haipeng as Non-executive Director;
9. To re-elect Mr. LUK Chi Cheong as Independent Non-Executive Director;
10. To re-elect Mr. WONG Tak Shing as Independent Non-Executive Director;
11. To authorize the board of Directors (the “Board”) to fix the Directors’ remuneration;
12. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company for the financial year 2011, to hold office until the conclusion of the following annual general meeting, and to authorize the Board to fix their remuneration;
13. To resolve that the vacated offices of Directors as a result of retirement of Mrs. OON Kum Loon and Mr. Ralph Sytze YBEMA not to be filled and the number of Directors of the Company be reduced accordingly; and

14. 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;
- (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 adopted by the Company; or (iii) an issue of Share upon 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.
- (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 14(A) and 14(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 14(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 14(A) set out in the Notice.”

By Order of the Board of Directors
China Resources Microelectronics Limited
WANG Guoping
Chairman

6 April 2011

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 appointor 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.
- (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.

As at the date of this announcement, the executive directors of China Resources Microelectronics Limited are Mr. WANG Guoping (Chairman) and Mr. Elvis DENG Mao-song (Chief Executive Officer); the non-executive directors are Dr. Peter CHEN Cheng-yu, Mr. DU Wenmin, Mr. SHI Shanbo, Mr. WEI Bin and Dr. ZHANG Haipeng; and the independent non-executive directors are Mrs. OON Kum Loon, Mr. Ralph Sytze YBEMA, Professor KO Ping Keung, Mr. LUK Chi Cheong and Mr. WONG Tak Shing.