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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 China Resources Banquet Hall, 50F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 14:30 on 24 June 2011 (Friday) 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.

6 April 2011

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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:

WANG Guoping (*Chairman*)
Elvis DENG Mao-song (*Chief Executive Officer*)

Non-Executive Directors:

Peter CHEN Cheng-yu
DU Wenmin
SHI Shanbo
WEI Bin
ZHANG Haipeng

Independent Non-Executive Directors:

OON Kum Loon
Ralph Sytze YBEMA
KO Ping Keung
LUK Chi Cheong
WONG Tak Shing

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

6 April 2011

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 forthcoming 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.14(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.14(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.14(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 31 March 2011, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), the number of Shares in issue was 8,789,651,708 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 878,965,170 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.14(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.14(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.14(A) (the “Share Issue Mandate”). In addition, an ordinary resolution (being Ordinary Resolution No.14(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 1,757,930,341 Shares as at the Latest Practicable Date.

4. RE-ELECTION OF DIRECTORS

In relation to Resolution No. 3-12 as set out in the AGM Notice, according to article 112 of the Articles of Association of the Company, Mr. WANG Guoping, Dr. Peter CHEN Cheng-yu, Mrs. OON Kum Loon and Mr. Ralph Sytze YBEMA will retire from office as Directors at the AGM. Mr. WANG Guoping and Dr. Peter CHEN Cheng-yu, will offer themselves for re-election as Directors, whereas Mrs. OON Kum Loon and Mr. Ralph Sytze YBEMA will not offer themselves for re-election at the AGM. Upon retirement of Mrs. OON Kum Loon and Mr. Ralph Sytze YBEMA at the AGM, they will cease to be a member of the audit committee and a member of the remuneration committee respectively. The board of Directors will make appropriate announcements as required under the Listing Rules. Pursuant to article 95 of the Articles of Association of the Company, Mr. Elvis DENG Mao-song, Mr. SHI Shanbo, Mr. WEI Bin, Dr. ZHANG Haipeng, Mr. LUK Chi Cheong and Mr. WONG Tak

LETTER FROM THE BOARD

Shing, who were appointed as Directors of the Company on 24 August 2010 will hold office only until the AGM and each of them being eligible, will offer himself for re-election at the AGM. Details of these Directors, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

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. CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Monday, 20 June 2011 to Friday, 24 June 2011, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the final dividend and attendance at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 17 June 2011.

8. RECOMMENDATION

The Directors believe that the grant of the Share Repurchase Mandate and the Share Issue Mandate, 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
WANG Guoping
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 31 March 2011, being the Latest Practicable Date, the number of Shares in issue was 8,789,651,708 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 878,965,170 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 2010, 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>
2010		
April	0.445	0.370
May	0.395	0.270
June	0.360	0.300
July	0.360	0.300
August	0.380	0.315
September	0.355	0.320
October	0.375	0.320
November	0.375	0.320
December	0.360	0.330
2011		
January	0.425	0.335
February	0.470	0.365
March (up to the Latest Practicable Date)	0.435	0.380

(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 Share.

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	60.60%	67.34%
China Resources Co., Limited ⁽¹⁾ ("CRCL")	5,326,855,822	60.60%	67.34%
CRC Bluesky Limited ⁽¹⁾ ("CRC Bluesky")	5,326,855,822	60.60%	67.34%
China Resources (Holdings) Company Limited ("CRH") ⁽²⁾	5,326,855,822	60.60%	67.34%
Gold Touch Enterprises Inc. ⁽²⁾ ("Gold Touch")	5,326,850,822	60.60%	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 49, was appointed as an executive Director with effect from March 2008 and the Chairman of the board on 4 June 2010. He is also a director of various subsidiaries of the Group. Mr. WANG was the Chief Executive Officer of the Company since March 2008 and resigned on 24 August 2010. 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, China in 1986.

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.

The term of appointment of Mr. WANG is subject to the rotational retirement and re-election requirements at general meetings pursuant to the Articles of Association of the Company. Director's fee payable to Mr. WANG is determined by the board of Directors under the authority granted by the shareholders of the Company at annual general meeting. A Director's fee of HK\$70,000 was payable to Mr. WANG for the year ended 31 December 2010. Other than the Director's fee, Mr. WANG received emoluments of HK\$1,449,000 (including salaries and allowances and mandatory provident fund and discretionary bonus) for the year ended 31 December 2010 which were determined with reference to his duties and responsibility with the Company, the Company's performance and market situation.

As at the Latest Practicable Date, Mr. WANG holds 9,589,872 Shares of the Company (representing about 0.11% of the issued share capital of the Company at the Latest Practicable Date), 328,000 shares of China Resources Power Holdings Company Limited ("CRP", stock code: 836), 40,000 shares of China Resources Gas Group Limited ("CR Gas", stock code: 1193, formerly known as China Resources Logic Limited) and 160,000 shares of China Resources Cement Holdings Limited ("CR Cement", stock code: 1313), within the meaning of Part XV of the Securities and Futures Ordinance. CRP, CR Gas and CR Cement are all the associated corporations of the Company.

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. Elvis DENG Mao-song, aged 49, was appointed as an executive Director and the Chief Executive Officer of the Company on 24 August 2010. He was a Deputy General Manager of the Group since March 2008 and the President of the CSMC, the open foundry business unit of the Group with effect from 1 July 2007. Mr. DENG was formerly an executive

Director of the Company from July 2007 to March 2008. Mr. DENG is also a director of various subsidiaries of the Company. Prior to joining the Group in August 2003, Mr. DENG was the co-founder and Vice President of Resources and Strategy at Ardentec Corporation in Taiwan and Liaison director for product development and support of Vanguard International Semiconductor-America, in California of the United States. He began his semiconductor career at ERSO/ITRI in Taiwan from 1988. Mr. DENG has over 20 years of experience in the semiconductor industry and has extensive experiences in semiconductor industry and corporate management. Mr. DENG graduated from National Chiao Tung University, Taiwan with a Bachelor of Science in engineering degree and holds a Master of Business Administration degree from the Management School of the National Taiwan University.

Save as disclosed above, Mr. DENG did not hold any directorships in other listed public companies in the last three years and do not hold any other positions within the Group. Save as disclosed above, Mr. DENG does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

The term of appointment of Mr. DENG is subject to the rotational retirement and re-election requirements at general meetings pursuant to the Articles of Association of the Company. Mr. DENG will be entitled to a director's fee of HKD70,000 per annum, which is determined by the Board with reference to the duties and responsibilities to the Company, the Company's performance, remuneration policy of the Company and the current market condition. The director's fee is subject to review by the Board under the authority granted by shareholders at the annual general meetings of the Company.

As at the Latest Practicable Date, Mr. DENG holds 6,797,812 shares of the Company (representing about 0.08% of the issued share capital of the Company as at the Latest Practicable Date), 8,000 shares of CR Gas and 50,000 shares of CR Cement, within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. DENG 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.

Dr. Peter CHEN Cheng-yu, aged 72, has been re-designated as a non-executive Director effective from the conclusion of the meeting of the Board held on 24 August 2010. Before the re-designation, he was an executive Director and the Vice Chairman of the Board. Dr. CHEN has been the Chairman of CSMC Technologies Corporation, which is engaged in the foundry business of the Group, since 1998. Dr. CHEN was the founder and the former Chairman of Mosel and Mosel- Vitelic Inc. He was also the founder of Crosslink Technology Partners and the former Chairman of Above Net. Dr. CHEN has around 40 years of experience in the semiconductor industry. Dr. CHEN graduated with a Bachelor of Science Degree in Electrical Engineering in 1965 from the National Taiwan University. He was awarded a Doctoral Degree in Electrical Engineering by Cornell University in 1971. Dr. CHEN was appointed as an executive director of CR Gas on 22 August 2006 and resigned from directorship of CR Gas on 21 March 2008.

Save as disclosed above, Dr. CHEN did not hold any directorships in other listed public companies in the last three years and does not hold any other position with the Group, and he does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the letter of appointment in respect of his appointment as non-executive Director of the Company, the term of appointment of Dr. CHEN is three years commencing on 24 August 2010 and subject to rotational retirement and re-election requirements at general meetings pursuant to the Articles. Dr. CHEN is entitled to a director's fee of HK\$50,000 per annum (subject to annual review by the Board under the authority granted by shareholders at the AGM), which is determined with reference to his duties and responsibilities with the Company, the Company's performance, the remuneration policy of the Company and the prevailing market situation.

As at the Latest Practicable Date, Dr. CHEN holds 39,623,200 shares of the Company (representing about 0.45% of the issued share capital of the Company as at the Latest Practicable Date) within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. CHEN 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. SHI Shanbo, aged 45, was appointed as a non-executive Director of the Company on 29 August 2010. Mr. SHI is the Audit Director of CRH, a substantial shareholder of the Company. He has also been a non-executive director of each of CRP, China Resources Enterprise, Limited ("CRE", stock code: 291) and China Resources Land Limited ("CR Land", stock code: 1109), whose shares are listed on the Stock Exchange. He worked as a Deputy General Manager of Finance Department of CRH from December 2000 to April 2002 and General Manager of China Resources Textiles (Holdings) Company Limited from August 2006 to October 2009. He was also Vice Chairman and General Manager of CR Cement, a public company listed on the Stock Exchange, from June 2003 to August 2006. Mr. SHI holds a master's degree in Economics by Dongbei University of Finance and Economics. He joined CRH in 1991.

Save as disclosed above, Mr. SHI did not hold any directorships in other listed public companies in the last three years and do not hold any other position with the Group. Save as disclosed above, Mr. SHI does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the letter of appointment in respect of his appointment as non-executive Director of the Company, the term of appointment of Mr. SHI is three years commencing on 24 August 2010 and subject to rotational retirement and re-election requirements at general meetings pursuant to the Articles of Association. Mr. SHI will be entitled to a director's fee of HK\$50,000 per annum (subject to annual review by the Board under the authority granted by shareholders at the AGM), which is determined with reference to his duties and responsibilities with the Company, the Company's performance, the remuneration policy of the Company and the prevailing market situation.

As at the Latest Practicable Date, Mr. SHI does not have any interests or short positions in the shares, underlying shares and debentures of the Company, and hold 500,000 shares, 140,000 shares, 50,000 shares and 280,000 shares in CRP, CR Land, CR Gas and CR Cement, respectively, all being the associated corporations of the Company, within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. SHI 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. WEI Bin, aged 41, was appointed as a non-executive Director of the Company on 29 August 2010. Mr. WEI is the General Manager of Finance Department of CRH. He has also been a non-executive director of each of CR Gas, CR Cement and CRP. Mr. WEI joined CRH in 2001. Mr. WEI was a director of Shanghai Worldbest Industry Development Company Limited from December 2006 to November 2007 and Shandong Dongge E-jiao Company Limited from June 2005 to June 2008. The aforesaid two companies are both public companies, whose shares are listed on the Shanghai Stock Exchange and Shenzhen Stock Exchange in the People's Republic of China (the "PRC"), respectively. Mr. WEI was also a director of Shanghai Worldbest Company Limited ("SWCL"), a company incorporated in the PRC and listed on the Shanghai Stock Exchange, from March 2007 to November 2007. SWCL had already been in significant financial difficulty when Mr. Wei was appointed. Mr. Wei sat on the board of SWCL as a representative from China Resources National Corporation, the ultimate holding company of the Company, to assist with the restructuring of SWCL. Mr. WEI resigned from his directorship in SWCL as a result of the decision of China Resources National Corporation to appoint another representative onto the board of SWCL. SWCL is currently subject to bankruptcy proceedings in the PRC and is not carrying on any business.

Save as disclosed above, Mr. WEI did not hold any directorships in other listed public companies in the last three years and do not hold any other position with the Group. Save as disclosed above, Mr. WEI does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the letter of appointment in respect of his appointment as non-executive Director of the Company, the term of appointment of Mr. WEI is three years commencing on 24 August 2010 and subject to rotational retirement and re-election requirements at general meetings pursuant to the Articles of Association. Mr. WEI will be entitled to a director's fee of HK\$50,000 per annum (subject to annual review by the Board under the authority granted by shareholders at the AGM), which is determined with reference to his duties and responsibilities with the Company, the Company's performance, the remuneration policy of the Company and the prevailing market situation.

As at the Latest Practicable Date, Mr. WEI does not have any interests or short positions in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. WEI 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.

Dr. ZHANG Haipeng, aged 40, was appointed as a non-executive Director of the Company on 24 August 2010. Dr. ZHANG is the Deputy General Manager of Strategy Management Department of CRH. He has also been a non-executive director of CRP since July 2010. Prior to joining CRH in July 2009, Dr. ZHANG worked with McKinsey & Company for 8 years and was a Partner of its Hong Kong Branch, being responsible for the strategic planning, merger and acquisition, organizational control, and operational management projects for multi-national companies and domestic companies covering pharmaceutical, petroleum, shipping, real estate and consumer industries. Dr. ZHANG also worked at China Merchants Holdings (International) Company Limited as Director of Internal Control and Auditing. Dr. ZHANG received an MBA degree from Goizueta Business School, Emory University in USA in 2000 and M.D. degree from Peking Union Medical College in 1998.

Save as disclosed above, Dr. ZHANG did not hold any directorships in other listed public companies in the last three years and do not hold any other position with the Group. Save as disclosed above, Dr. ZHANG does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the letter of appointment in respect of his appointment as non-executive Director of the Company, the term of appointment of Dr. ZHANG is three years commencing on 24 August 2010 and subject to rotational retirement and re-election requirements at general meetings pursuant to the Articles of Association. Dr. ZHANG will be entitled to a director's fee of HK\$50,000 per annum (subject to annual review by the Board under the authority granted by shareholders at the AGM), which is determined with reference to his duties and responsibilities with the Company, the Company's performance, the remuneration policy of the Company and the prevailing market situation.

As at the Latest Practicable Date, Dr. ZHANG does not have any interests or short positions in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. ZHANG 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. LUK Chi Cheong, aged 55, was appointed as an independent non-executive Director of the Company on 24 August 2010. Mr. LUK has been an independent non-executive director of CR Gas since January 2002. He is a practicing Certified Public Accountant in Hong Kong and a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom. He has been in accounting practice since 1995 and prior to that he has over 10 years of diversified experience in audit, construction and airline industry.

Save as disclosed above, Mr. LUK did not hold any directorships in other listed public companies in the last three years and do not hold any other positions within the Group. Save as disclosed above, Mr. LUK does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

The term of appointment of Mr. LUK is subject to the rotational retirement and re-election requirements at general meetings pursuant to the Articles of Association. Director's fees in the amount of US\$24,000 per annum is payable to Mr. LUK which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance remuneration policy of the Company and the current market situation. The director's fees are subject to review by the Board under the authority granted by shareholders at the AGM.

As at the Latest Practicable Date, Mr. LUK holds 1,165,912 shares of the Company (representing about 0.01% of the issued share capital of the Company as at the Latest Practicable Date), within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. LUK 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. WONG Tak Shing, aged 60, was appointed as an independent non-executive Director of the Company on 24 August 2010. Mr. WONG has been an independent non-executive director of CR Gas since 1998. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1984 and has been in private practice in Hong Kong for over 20 years. From 1984 to 1987, he worked as an assistant solicitor with two local law firms in Hong Kong before setting up his own practice in 1987. He was appointed as a China-Appointed Attesting Officer with effect from 18th January, 2003. Mr. WONG holds a master's degree in Laws from the Peking University.

Save as disclosed above, Mr. WONG did not hold any directorships in other listed public companies in the last three years and do not hold any other positions within the Group. Save as disclosed above, Mr. WONG does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

The respective term of appointment of Mr. WONG is subject to the rotational retirement and re-election requirements at general meetings pursuant to the Articles. Director's fees in the amount of US\$24,000 per annum are payable to Mr. WONG which was determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance remuneration policy of the Company and the current market situation. The director's fees are subject to review by the Board under the authority granted by shareholders at the AGM.

As at the Latest Practicable Date, Mr. WONG is interested in 80,000 shares in CR Gas, an associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) of the Company.

Mr. WONG 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 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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

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.