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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)

ANNOUNCEMENT

Possible Privatisation and Resumption of Trading

The board of directors of the Company received notification from China Resources (Holdings) Company Limited, the controlling shareholder of the Company that it is presently considering placing a privatisation proposal before the Company's shareholders, for a cash consideration of not less than HK\$0.48 per share with the opportunity to retain a direct or indirect investment in the Company (through retaining shares in the Company or its immediate holding company, both of which will be unlisted companies on the implementation of the privatisation proposal). The privatisation proposal may or may not materialise.

Shareholders and investors are advised to exercise caution when trading in the shares of the Company.

Trading of the shares of the Company was suspended at the request of the Company at 9:00a.m. on 28th June, 2011 pending release of this announcement. The Company has applied for the resumption of trading of the shares of the Company with effect from 9:00 a.m. on 4th July, 2011.

The directors of China Resources Microelectronics Limited (the "Company" and together with its subsidiaries the "Group") announce that the Company's controlling shareholder, China Resources (Holdings) Company Limited ("CR Holdings") which together with parties acting in concert with it hold 5,326,855,822 ordinary shares of the Company, representing approximately 60.60% of the Company's issued share capital, has informed them that it is presently considering placing a privatisation proposal before the Company's shareholders. CR Holdings and parties acting in concert with it have no interest in any convertible securities, warrants, options, derivatives or other securities of the Company. If such a proposal is put forward, shareholders of the Company, other than CR Holdings and members of its

group of companies, and holders of the Company's outstanding share option under the equity incentive plan and share option scheme, if applicable, will be offered a cash consideration for their shares of not less than HK\$0.48 per share and be offered the opportunity to retain a direct or indirect investment in the Company (through retaining shares in the Company or its immediate holding company, both of which will be unlisted companies on the implementation of the privatisation proposal). If the privatisation proposal proceeds, the cash consideration to be paid must not be less than HK\$0.48 per share. The possible offeror vehicle that may be making the cash offer with the share alternative has not been established. Details of the relevant issued securities of offeror company will be announced at the same time as the further details of an offer, if any, is made. On the implementation of the privatisation proposal application will be made for the withdrawal of the listing of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

As at the date of this announcement, there are 8,789,651,708 ordinary shares of the Company in issue and a total of 14,534,223 ordinary shares of the Company may fall to be issued if the outstanding options under the equity incentive plan and share option scheme are exercised in full. Save as disclosed above, the Company does not have any outstanding convertible securities, warrants, options or derivatives in respect of any shares.

It is envisaged by CR Holdings that the bank borrowings of the Company are getting close to their maturity, the contraction in the recent credit conditions is likely to create a challenging environment for the Company where it may not be able to renew the existing credit facilities when they expire or even if they were renewed the finance costs will inevitably be much higher than the existing rate and may not be commercially viable to the Company. In addition, the Company requires additional capital to support its continuous development as well as to finance the operation of the loss making 8 inch wafer fabrication facility jointly owned by CR Holdings and the Group, which is in the need of additional capital. As such, in the event the privatisation proposal cannot be implemented, it is expected the Company will conduct a fund raising exercise in the form of rights issue or open offer in order to repay its bank loans, inject additional capital for the expansion of its capital base for future development and the operation of 8 inch facility.

Since discussions of the possible privatisation are about to be extended to include more than a very restricted number of people, including the Group bankers and certain key shareholders of the Company, The Codes on Takeovers and Mergers (the "Takeovers Code") requires that an announcement is made of such a potential offer. This announcement is being made in compliance with this requirement and a further announcement will be made when a final decision is made whether to proceed with the privatisation proposal.

There is currently no certainty that any offer will be made, but a further announcement will be made should any privatisation proposal materialise or should CR Holdings not proceed with the possible privatisation. The Company understands from CR Holdings that, if made, the offer document is expected to be sent out to shareholders of the Company shortly after the publication of the Company's forthcoming interim report for the six months ending 30th June 2011. The Company will make further announcements regarding the privatisation proposal as and when appropriate or required by applicable rules and regulations.

In the meantime, shareholders and potential investors are advised to exercise caution when trading in the shares of the Company.

In accordance with Rule 3.8 of the Takeovers Code, associates (including persons holding 5% or more of a class of relevant securities of CR Holdings or the Company) of CR Holdings and the Company are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code. The possible offeror vehicle that may be making the offer has not been established. Rule 3.8 of the Takeovers Code apply to the securities of such offeror company on its establishment.

In accordance with Rule 3.8 of the Takeovers Code, Note 11 to Rule 22 of the Code is reproduced below in full:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to cooperate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

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By Order of the Board
CHINA RESOURCES MICROELECTRONICS LIMITED
WANG Guoping
Chairman

Wuxi, Jiangsu Province, the PRC, 30th June 2011

As at the date of this announcement, the board of Directors 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. WEI Bin, Mr. SHI Shanbo and Dr. ZHANG Haipeng; and three independent non-executive Directors, namely Professor KO Ping Keung, Mr. LUK Chi Cheong and Mr. WONG Tak Shing.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.