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**CRH
(Microelectronics) Limited**

(incorporated in the British Virgin Islands with limited liability)



華潤微電子有限公司
China Resources Microelectronics Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 597)

JOINT ANNOUNCEMENT

**PROPOSAL TO PRIVATISE
CHINA RESOURCES MICROELECTRONICS LIMITED
BY WAY OF A
SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE
COMPANIES LAW OF THE CAYMAN ISLANDS**

**PROPOSED WITHDRAWAL OF LISTING OF
CHINA RESOURCES MICROELECTRONICS LIMITED**

**PROPOSED CONDITIONAL OPTION PAYMENT TO THE
OPTIONHOLDERS FOR CANCELLATION OF ALL
OUTSTANDING OPTIONS**

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

**Financial adviser to China Resources (Holdings) Company Limited and
CRH (Microelectronics) Limited**

ANGLO CHINESE 英
CORPORATE FINANCE, LIMITED 高

The despatch of the Composite Document (as defined below) will be delayed due to the additional time required for accommodating Court Meeting arrangements and fixing court hearing dates in the Cayman Islands. It is expected that the Composite Document will be sent to the Shareholders and Optionholders on or before 7th September, 2011. A detailed timetable of the Scheme of Arrangement and the Option Payment will be set out in the Composite Document and in the announcement to be issued upon the despatch of the Composite Document.

Shareholders and potential investors should note that the implementation of the Proposal is subject to the conditions of the Scheme of Arrangement being fulfilled or waived, as applicable. Thus, the Proposal may or may not become effective. The cash offer to Optionholders may or may not become unconditional. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

Reference is made to the joint announcement of CRH (Microelectronics) Limited and China Resources Microelectronics Limited (“CRM”) dated 18th July, 2011 (the “Announcement”) in relation to the proposed privatisation of CRM by China Resources (Holdings) Company Limited (“CRH”) through CRH (Microelectronics) Limited by way of the Scheme of Arrangement. Unless otherwise defined herein, capitalised terms and expressions in this announcement shall have the same meanings used in the Announcement.

Introduction

On 18th July, 2011, CRH (Microelectronics) Limited and CRM jointly announced that CRH, through its wholly-owned subsidiary, CRH (Microelectronics) Limited, requested the Board to put forward to (i) the Shareholders the Proposal which, if implemented, will result in CRM becoming a wholly-owned subsidiary of CRH (Microelectronics) Limited; and (ii) the Optionholders the Option Payment. The Proposal will be implemented by way of the Scheme of Arrangement under Section 86 of the Companies Law. A description of the Proposal and the Option Payment is set out in the Announcement.

DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, unless the consent of the Executive is otherwise obtained, the composite scheme document in relation to the Scheme of Arrangement and all relevant information to the Shareholders and Optionholders as well as the particulars required by the Takeovers Code (the “Composite Document”) should be sent to the Shareholders and Optionholders, within 35 days of the Announcement, which would be on or before 22nd August, 2011.

A Court hearing is required for the Court to issue its direction for convening the Court Meeting, whereupon the particulars of the Court Meeting will be finalised and specified in the Composite Document. As at the date of this announcement, it is anticipated that the earliest available time that the Court hearing for orders and directions in connection with the Court Meeting can be scheduled is 1st September, 2011. As such, the Composite Document cannot be despatched to the Shareholders and Optionholders on or before 22nd August, 2011. An application has been made to the Executive for an extension of the time for the despatch of the Composite Document and it is currently anticipated that the Composite Document will be despatched to Shareholders and Optionholders on or before 7th September, 2011. A detailed timetable of the Scheme of Arrangement and the Option Payment will be set out in the Composite Document and in the announcement to be issued upon the despatch of the Composite Document.

Shareholders and potential investors should note that the implementation of the Proposal is subject to the conditions of the Scheme of Arrangement being fulfilled or waived, as applicable. Thus, the Proposal may or may not become effective. The cash offer to Optionholders may or may not become unconditional. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

By order of the board of directors
CRH (Microelectronics) Limited
Wei Bin
Director

By order of the Board
CHINA RESOURCES
MICROELECTRONICS LIMITED
Wang Guoping
Chairman

Hong Kong and Wuxi, Jiangsu Province, the PRC, 18th August, 2011

As at the date of this announcement, the board of directors of CRM 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.

As at the date of this announcement, the directors of CRH (Microelectronics) Limited are Mr. Yan Biao and Mr. Wei Bin.

As at the date of this announcement, the directors of CRH are Mr. Song Lin, Mr. Qiao Shibo, Mr. Wang Yin, Mr. Jiang Wei, Mr. Ma Guoan, Mr. Chen Lang, Mr. Yan Biao, Mr. Zhu Jinkun, Mr. Wang Qun, Mr. Zhou Shengjian and Mr. Chen Shulin.

The directors of CRH jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CRH (Microelectronics) Limited and CRM) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CRH (Microelectronics) Limited and CRM) 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.

The directors of CRH (Microelectronics) Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CRH and CRM) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement, (other than those expressed by CRH and CRM) 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.

The directors of CRM jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CRH and CRH (Microelectronics) Limited) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CRH and CRH (Microelectronics) Limited) 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.