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

**EFFECTIVE DATE OF THE SCHEME OF ARRANGEMENT**

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

**RESULTS OF CASH ALTERNATIVE AND SHARE ALTERNATIVE**

**DESPATCH OF CHEQUES AND SHARE CERTIFICATES OF  
CRH (MICROELECTRONICS) LIMITED FOR  
PAYMENT UNDER THE PROPOSAL**

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

**ANGLO CHINESE**  
CORPORATE FINANCE, LIMITED **英高**

The Scheme of Arrangement was sanctioned without modification by the Court and the reduction of share capital of CRM involved in the Scheme of Arrangement was confirmed by the Court on Friday, 28th October, 2011 (Cayman Islands time).

A sealed copy of the order of the Court made on Friday, 28th October, 2011 (Cayman Islands time) sanctioning the Scheme of Arrangement and confirming the reduction of capital provided for by the Scheme of Arrangement was delivered to the Registrar of Companies in the Cayman Islands for registration on Tuesday, 1st November, 2011 (Cayman Islands time) which, given the time difference between the Cayman Islands and Hong Kong, was on Wednesday, 2nd November, 2011 (Hong Kong time). As at such date, all of the conditions of the Scheme of Arrangement as set out in the Composite Document were satisfied and the Scheme of Arrangement became effective on Wednesday, 2nd November, 2011 (Hong Kong time).

The withdrawal of listing of the Shares on the Stock Exchange became effective from 9:00 a.m. on Wednesday, 2nd November, 2011.

Cheques for the amount in respect of the cash entitlements and share certificates of CRH (Microelectronics) Limited under the Scheme of Arrangement and the payment of the Option Payment to the Optionholders are expected to be despatched on or before Wednesday, 9th November, 2011.

## **1. INTRODUCTION**

References are made to (i) the composite scheme document jointly issued by CRH (Microelectronics) Limited and CRM (the “Composite Document”) dated 5th September, 2011; (ii) the announcements jointly issued by CRH (Microelectronics) Limited and CRM dated 28th September, 2011 and 31st October, 2011 respectively. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document. All references in this announcement to times and dates are references to Hong Kong times and dates unless specified otherwise.

## **2. EFFECTIVE DATE OF THE SCHEME OF ARRANGEMENT**

The Scheme of Arrangement was sanctioned without modification and the reduction of share capital of CRM involved in the Scheme of Arrangement was confirmed by the Court on Friday, 28th October, 2011 (Cayman Islands time).

A sealed copy of the order of the Court made on Friday, 28th October, 2011 (Cayman Islands time) sanctioning the Scheme of Arrangement and confirming

the reduction of capital provided for by the Scheme of Arrangement was delivered to the Registrar of Companies in the Cayman Islands for registration on Tuesday, 1st November, 2011 (Cayman Islands time) which, given the time difference between the Cayman Islands and Hong Kong, was on Wednesday, 2nd November, 2011 (Hong Kong time). As at such date, all of the conditions of the Scheme of Arrangement as set out in the Composite Document were satisfied and the Scheme of Arrangement became effective on Wednesday, 2nd November, 2011 (Hong Kong time).

### 3. WITHDRAWAL OF THE LISTING OF THE SHARES

The withdrawal of listing of the Shares on the Hong Kong Stock Exchange became effective from 9:00 a.m. on Wednesday, 2nd November, 2011.

### 4. RESULTS OF CASH ALTERNATIVE AND SHARE ALTERNATIVE

Tabularised below are the results of Cash Alternative and Share Alternative as elected by Shareholders.

	Number of Shareholders	Number of Shares	%
Cash Alternative	270	3,450,661,000	39.26%
Share Alternative	<u>16</u>	<u>5,339,160,458</u>	<u>60.74%</u>
Total	<u>283<sup>(note)</sup></u>	<u>8,789,821,458</u>	<u>100%</u>

*Note: 3 Shareholders chose a combination of Cash Alternative and Share Alternative.*

### 5. DESPATCH OF CHEQUES FOR CASH ENTITLEMENT AND SHARE CERTIFICATES UNDER THE SCHEME OF ARRANGEMENT

Cheques for the amount in respect of the cash entitlements and share certificates of CRH (Microelectronics) Limited under the Scheme of Arrangement and the payment of the Option Payment to the Optionholders are expected to be despatched on or before Wednesday, 9th November, 2011.

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*

Shenzhen and Wuxi, Jiangsu Province, the PRC, 2nd November, 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.*