



華潤勵致有限公司

China Resources Logic Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 1193)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Resources Logic Limited (the “**Company**”) will be held at 49th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 13th February, 2008 at 2:00 p.m. for the purpose of considering and, if thought fit, with or without modification, passing the following resolutions as ordinary resolutions and special resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement dated 4th December, 2007 by and amongst the Company, China Resources Microelectronics (Holdings) Limited, China Resources Semiconductor (International) Limited and CSMC Technologies Corporation (“**CSMC**”) (the “**Disposal Agreement**”), and the transactions contemplated thereunder subject to the conditions set out thereunder being fulfilled or waived as the case may be, be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Disposal Agreement or any matters in relation thereto.”

2. “**THAT,** without limiting the generality of the Ordinary Resolution numbered 1 set out in the notice of special general meeting of the Company dated 16th January, 2008 (the “**Notice of Meeting**”), subject to the Disposal Agreement becoming unconditional in accordance with its terms:

- (a) the offer by the Company to cancel the options granted by it pursuant to its share option schemes adopted on 15th October, 1994 and 26th November, 2001 (and subsequently amended on 21st February, 2002) which remain unexercised to holders thereof that are directors of or otherwise constitute “connected persons” of the Company under the Listing Rules (as defined in the Circular) in the manner described under the section headed “The termination of CR Logic’s employee share option scheme and cancellation of outstanding options” set out in the “Letter from the Board of CR Logic” section of the composite circular of the Company and CSMC dated 16 January 2008 (the “**Circular**”) (the “**Director Option Cancellation Offer**”), be and is hereby approved;

- (b) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Director Option Cancellation Offer or any matters in relation thereto.”

3. **“THAT:**

- (a) the sale and purchase agreement dated 4th December, 2007 by and between the Company and China Resources Concrete Limited dated 4th December, 2007 (the “**Acquisition Agreement**”), and the transactions contemplated thereunder subject to the conditions set out thereunder being fulfilled or waived as the case may be, be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Acquisition Agreement or any matters in relation thereto.”

4. **“THAT:**

- (a) the continuing connected transactions set out under the sub-section headed “Sales of goods to a fellow subsidiary” under the section headed “Continuing Connected transactions for CR Logic” in the “Letter from the Board of CR Logic” of the Circular (the “**Continuing Connected Sales**”) be and are hereby approved;
- (b) the cap amounts in relation to the Continuing Connected Sales for each of three financial years ending 2010 of HK\$20 million, HK\$22 million and HK\$24 million, respectively, be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Continuing Connected Sales or any matters in relation thereto.”

5. **“THAT:**

- (a) the continuing connected transactions set out under the sub-section headed “Purchases of goods from fellow subsidiaries” under the section headed “Continuing Connected transactions for CR Logic” in the “Letter from the Board of CR Logic” of the Circular (the “**Continuing Connected Purchases**”) be and are hereby approved;
- (b) the cap amounts in relation to the Continuing Connected Purchases for each of three financial years ending 2010 of HK\$150 million, HK\$165 million and HK\$182 million, respectively, be and are hereby approved; and

(c) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Continuing Connected Purchases or any matters in relation thereto.”

6. “**THAT** subject to (i) the Disposal Agreement becoming unconditional in accordance with its terms, and (ii) the Special Resolution numbered 9 in the Notice of Meeting having been passed and the Capital Reduction and Share Premium Cancellation (as defined in such resolution) becoming effective:

(a) (i) upon the recommendation of the board of directors of the Company (the “**Board**”), the declaration and payment of a special dividend out of the retained earnings of the Company and/or the distribution out of the contributed surplus account of the Company of an amount that is sufficient to effect the Distribution in Specie (as defined below) (such amount to be determined by any one director of the Company with reference to the book value of the shares in the capital of CSMC held by the Company as at the relevant date) be and is hereby approved; and

(ii) the payment of the dividend and/or the distribution contemplated in (i) above be satisfied by the distribution of all the shares of CSMC that:

(I) are held by the Company or due to be distributed to the Company or would otherwise be held by the Company as at the date of completion of the Disposal Agreement, and

(II) are issued or to be or would be issued to the Company in accordance with the terms of the Disposal Agreement,

to the shareholders of the Company whose names are registered in the register of members of the Company at the close of business on the record date, being 22nd February, 2008:

(A) on the basis of 180 shares in CSMC for every 100 shares in the Company and so in proportion for any greater or lesser number of shares in the Company held, on the condition that the Acquisition Agreement becomes unconditional in accordance with its terms; or

(B) if the Acquisition Agreement does not become unconditional in accordance with its terms, on such other basis as the board of directors of the Company shall determine in accordance with the disclosure under “Distribution in specie” in the “Letter from the Board of CR Logic” in the Circular,

(the “**Distribution in Specie**”); and

(b) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Distribution in Specie or any matters in relation thereto.”

7. “**THAT** subject to the Distribution in Specie becoming effective in accordance with the Ordinary Resolution numbered 6 in the Notice of Meeting, the share consolidation of the issued share capital of the Company on the basis of every 10 shares in the issued and unissued share capital respectively of the Company of HK\$0.01 each be consolidated into one share of HK\$0.10 each with effect from the first business day (being a day other than a Saturday or a Sunday on which banks are open for general banking business in Hong Kong and Bermuda (“**Business Day**”)) after the Distribution in Specie has been effected (the “**Share Consolidation**”) be and is hereby approved, and any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Share Consolidation or any matters in relation thereto.”

8. “**THAT** subject to the Share Consolidation becoming effective in accordance with Ordinary Resolution numbered 7 in the Notice of Meeting, the authorised share capital of the Company be increased from HK\$60,000,000 divided into 600,000,000 shares of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 shares of HK\$0.10 each by the creation of an additional 9,400,000,000 new shares of HK\$0.10 each with immediate effect following the Share Consolidation becoming effective (the “**Capital Increase**”), and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and shall execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the Capital Increase or any matters in relation thereto.”

SPECIAL RESOLUTION

9. “**THAT**, subject to (i) the Ordinary Resolution numbered 1 in the Notice of Meeting having been passed, (ii) the Disposal Agreement having been approved by the shareholders of CSMC by ordinary resolution, and (iii) compliance with sections 40 and 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from the first Business Day after the date on which this resolution is passed (the “**Effective Date**”):
 - (a) the share capital of the Company be reduced by reducing the nominal amount of each issued and unissued share of HK\$0.10 in the capital of the Company by HK\$0.09 (the “**Capital Reduction**”) such that the authorised share capital of the Company will be HK\$60,000,000 divided into 6,000,000,000 shares of par value of HK\$0.01 each and the issued share capital will be reduced from the amount that is equal to the number of shares of HK\$0.10 each in the share capital of the Company in issue on the Effective Date (the “**Relevant Share Number**”) multiplied by HK\$0.10, to the amount that is equal to the Relevant Share Number multiplied by HK\$0.01 each, by the difference between such two amounts;
 - (b) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be reduced to nil (the “**Share Premium Cancellation**”);
 - (c) the credits arising from the Capital Reduction and the Share Premium Cancellation be credited to the contributed surplus account of the Company (the “**Credit Transfer**”); and

- (d) any one director of the Company be and is hereby authorised with full power to do all things and sign or execute all documents on behalf of the Company which may in his opinion be necessary or desirable for the purpose of giving effect to the Capital Reduction, Share Premium Cancellation and the Credit Transfer or any matters in relation thereto.”

By order of the board
LEE Yip Wah, Peter
Secretary

Hong Kong, 16th January, 2008

Principal place of business
Rooms 4003-06
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Registered Office
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Notes:

1. Any member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's principal place of business not later than 48 hours before the time appointed for holding the meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person if you are subsequently able to be present, in such event, the instrument appointing the proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from 19th February, 2008 to 22nd February, 2008, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed Distribution in Specie, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m., on 18th February, 2008.

At the date of this announcement the directors of CR Logic are Mr. Zhu Jinkun, Mr. Wang Guoping, Mr. Ong Thiam Kin and Dr. Peter Chen Cheng-yu, being executive directors; Mr. Jiang Wei, Mr. Liu Yanjie and Mr. Li Fuzuo, being non-executive directors; and Mr. Wong Tak Shing, Mr. Luk Chi Cheong, Professor Ko Ping Keung and Mr. Howard Yang Chonghe, being independent non-executive directors.