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#### **CSMC TECHNOLOGIES CORPORATION**

華潤上華科技有限公司 \*

(incorporated in Bermuda with limited liability)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1193) (Stock Code: 597)

### RESULTS OF THE SPECIAL GENERAL MEETING OF CHINA RESOURCES LOGIC LIMITED HELD ON 13<sup>TH</sup> FEBRUARY, 2008

# RESULTS OF THE EXTRAORDINARY GENERAL MEETING OF CSMC TECHNOLOGIES CORPORATION HELD ON 13<sup>TH</sup> FEBRUARY, 2008

#### RESUMPTION OF TRADING

Financial adviser to the CR Logic Group



The directors of CR Logic are pleased to announce that the ordinary resolutions in connection with (i) the disposal of semiconductor businesses of CR Logic to CSMC; (ii) the acquisition of Redland Concrete Limited and the continuing connected transactions arising therefrom; (iii) share consolidation and increase in authorised share capital; (iv) distribution in specie; and (v) cancellation of the outstanding share options held by the directors of CR Logic, were duly passed at the special general meeting of CR Logic held on 13<sup>th</sup> February, 2008.

With the consent of the shareholders of CR Logic, the special general meeting was adjourned after dealing with the above ordinary resolutions. The adjourned special general meeting will be resumed and held at 49<sup>th</sup> Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 29<sup>th</sup> February, 2008 at 2:00 p.m., to consider and, if thought fit, pass the remaining special resolution in relation to the reduction of share capital and cancellation of share premium as set out in CR Logic's notice of special general meeting dated 16<sup>th</sup> January 2008.

The directors of CSMC are pleased to announce that ordinary resolutions in relation to (i) the acquisition of the semiconductor businesses from CR Logic by CSMC; (ii) the continuing connected transaction arising out of such acquisition; and (iii) the allotment of CSMC shares to certain directors of CSMC or such other connected persons who are holders of share options granted by CR Logic in respect of cancellation of their share options, and a special resolution in relation to the proposed change of name of CSMC, were duly passed at the extraordinary general meeting of CSMC held on 13<sup>th</sup> February, 2008.

Trading in the shares of CR Logic and CSMC on the Stock Exchange were suspended at the request of both companies with effect from 2:30 p.m. on 13<sup>th</sup> February, 2008 pending the release of this announcement. Applications have been made for the resumption of trading in the shares of both companies with effect from 9:30 a.m. on 14<sup>th</sup> February, 2008.

This announcement is made pursuant to Rule 13.09 (1) of the Listing Rules.

Reference is made to the composite circular dated 16<sup>th</sup> January 2008 (the "Composite Circular"), the notices of special general meeting and extraordinary general meeting of CR Logic and CSMC, respectively (collectively, the "Notices"), in relation to, amongst other things, the amalgamation of both companies' semiconductor businesses under CSMC, the acquisition of Redland Concrete Limited by CR Logic from China Resources Holdings, a capital reorganisation of CR Logic which will enable its shareholding in CSMC to be distributed in specie to the shareholders of CR Logic and the change of name of CSMC. Capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Circular and the Notices unless the context requires otherwise.

#### Results of the special general meeting of CR Logic

The special general meeting of CR Logic was held on 13<sup>th</sup> February, 2008 (the "SGM") to consider the ordinary resolutions and the special resolution as set out in the notice of special general meeting of CR Logic dated 16<sup>th</sup> January 2008, in connection with (i) the disposal of semiconductor businesses of CR Logic to CSMC; (ii) the acquisition of Redland Concrete Limited and the continuing connected transactions arising thereform; (iii) the capital reorganisation, including the reduction of capital and cancellation of share premium, share consolidation and increase in authorised share capital; (iv) distribution in specie; and (v) cancellation of the outstanding share options held by the directors of CR Logic.

As at the date of the SGM, there were a total 2,825,343,425 CR Logic shares in issue.

The ordinary resolutions numbered 1, 6, 7 and 8 in respect of the Disposal Agreement, Distribution in Specie, Share Consolidation and Capital Increase as set out in CR Logic's notice of special general meeting dated 16<sup>th</sup> January, 2008 were subject to the approval by the shareholders of CR Logic but no shareholder was required to abstain from voting. The total number of CR Logic shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 1, 6, 7 and 8 at the SGM was 2,825,343,425 CR Logic shares, representing 100% of the total issued share capital of CR Logic.

For the ordinary resolution numbered 2 in respect of the Director Option Cancellation Offer as set out in CR Logic's notice of special general meeting dated 16<sup>th</sup> January, 2008, the directors of CR Logic holding share options of CR Logic and their respective associates who in aggregate hold 8,423,000 CR Logic shares, representing approximately 0.30% of the total issued share capital of CR Logic, were required to abstain and had abstained from voting on the ordinary resolution numbered 2. The total number of CR Logic shares entitling the holders to attend and vote for or against the ordinary resolution numbered 2 at the SGM was 2,816,920,425 CR Logic shares, representing 99.70% of the total issued share capital of CR Logic.

For the ordinary resolutions numbered 3, 4 and 5 in respect of Acquisition Agreement, Continuing Connected Sales and Continuing Connected Purchases as set out in CR Logic's notice of special general meeting dated 16<sup>th</sup> January, 2008, as China Resources Holdings is interested in 1,947,102,157 CR Logic shares representing approximately 68.92% of the total issued share capital of CR Logic, China Resources Holdings and its associates were required to abstain and had abstained from voting

on the ordinary resolutions numbered 3, 4 and 5. The total number of CR Logic shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 3, 4 and 5 at the SGM was 878,241,268 CR Logic shares, representing approximately 31.08 % of the total issued share capital of CR Logic.

There was no shareholder of CR Logic who was entitled to attend the SGM but was only entitled to vote against all the ordinary resolutions.

The directors of CR Logic are pleased to announce that the ordinary resolutions, as set out in the notice of special general meeting dated, 16<sup>th</sup> January, 2008 were duly passed, by way of poll, as applicable, at the SGM. Details of the results in respect of the ordinary resolutions proposed at the SGM were as follows:-

Ordinary Resolutions		Number of CR Logic shares voted (Approximate %)		Total number of votes cast
		For	Against	
1.	To approve the Disposal Agreement and the transactions contemplated thereunder;	1,997,406,457 (100%)	0 (0%)	1,997,406,457
2.	To approve the Director Option Cancellation Offer;	1,997,406,457 (100%)	0 (0%)	1,997,406,457
3.	To approve the Acquisition Agreement and the transactions contemplated thereunder;	55,140,300 (100%)	0 (0%)	55,140,300
4.	To approve the Continuing Connected Sales, the cap amounts of which for each of three financial years ending 2010 are HK\$20 million, HK\$22 million and HK\$24 million, respectively;	55,140,300 (100%)	0 (0%)	55,140,300
5.	To approve the Continuing Connected Purchases, the cap amounts of which for each of three financial years ending 2010 are HK\$150 million, HK\$165 million and HK\$182 million, respectively;	55,140,300 (100%)	0 (0%)	55,140,300
6.	To approve the Distribution in Specie;	1,997,406,457 (100%)	0 (0%)	1,997,406,457
7.	To approve the Share Consolidation;	1,997,402,457 (99.9998%)	4,000 (0.0002%)	1,997,406,457
8.	To approve the Capital Increase.	1,968,852,457 (98.57%)	28,554,000 (1.43%)	1,997,406,457

As more than 50% of the votes cast at the SGM were in favour of the relevant ordinary resolutions, all the ordinary resolutions were duly passed.

The branch share registrar of CR Logic, Tricor Secretaries Limited was appointed as the scrutineer for vote-taking at the SGM.

## Adjournment of the special general meeting and change of date of the board meeting of CR Logic

As more time is needed to fulfill certain internal procedures before the capital reorganisation can be effected, with the consent of the shareholders of CR Logic (being the votes of 1,942,276,457 shares representing 100% of the votes cast at the SGM), the SGM was adjourned after dealing with the above ordinary resolutions but before the special resolution numbered 9 dealing with the Capital Reduction and Share Premium Cancellation as set out in CR Logic's notice of special general meeting dated 16<sup>th</sup>

January, 2008 was discussed or proposed. The adjourned SGM will be resumed and held at 49<sup>th</sup> Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 29<sup>th</sup> February, 2008 at 2:00 p.m. to consider and, if thought fit, pass the remaining special resolution. Further, the board meeting of CR Logic that was originally to be held on 13<sup>th</sup> February 2008 will be changed to be held on the same day of the adjourned SGM to, among other things, consider and if thought appropriate to recommend and approve a dividend by way of a distribution in specie, being shares in CSMC held by the CR Logic group on the basis of 180 shares in CSMC for every 100 shares held in CR Logic.

#### Results of the extraordinary general meeting of CSMC

The extraordinary general meeting of CSMC was held on 13<sup>th</sup> February, 2008, (the "EGM") to consider the ordinary resolutions in connection with (i) the acquisition of the semiconductor businesses from CR Logic by CSMC; (ii) the continuing connected transaction arising out of such acquisition; and (iii) the allotment of CSMC shares to certain directors of CSMC or such other connected persons who are holders of share options granted by CR Logic in respect of cancellation of their share options; and the special resolution in relation to the proposed change of name of CSMC, as set out in the notice of extraordinary general meeting of CSMC dated 16<sup>th</sup> January, 2008, respectively.

As at the date of the EGM, there were a total 2,748,600,079 CSMC shares in issue.

For the ordinary resolution numbered 1 in respect of the acquisition of semiconductor business from CR Logic, CR Logic and its associates, who are interested in 1,984,967,848 CSMC shares representing approximately 72.22% of the total issued share capital of CSMC, were required to abstain and had abstained from voting on the relevant resolution at the EGM. Furthermore, as at the date of the EGM, certain directors of CSMC and their respective associates who were required to abstain from voting at the resolution in respect of the allotment of CSMC shares to certain directors of CSMC or such other connected persons who are holders of share options granted by CR Logic in respect of cancellation of their share options, holding 1,000,000 CSMC shares representing approximately 0.04% of the total issued share capital of CSMC, had abstained from voting on the relevant resolution. The total number of CSMC shares entitling the holders to attend and vote for or against the ordinary resolution numbered 1 was 762,632,231 CSMC shares, representing approximately 27.74% of the total issued share capital of CSMC.

For the ordinary resolution numbered 2 in respect of the continuing connected transaction for CSMC, STATS ChipPAC Ltd. and its associates were required to abstain and have abstained from voting on the relevant resolution at the EGM. In addition, CR Logic and its associates, who are interested in 1,984,967,848 CSMC shares representing approximately 72.22% of the total issued share capital of CSMC, were required to abstain and had abstained from voting on the relevant resolution at the EGM. The total number of CSMC shares entitling the holders to attend and vote for or against the ordinary resolution numbered 2 was 763,632,231 CSMC shares, representing approximately 27.78% of the total issued share capital of CSMC.

For the special resolution in relation to the proposed change of name of CSMC, no shareholders are required to abstain from voting. The total number of CSMC shares entitling the holders to attend and vote for or against the special resolution was 2,748,600,079 CSMC shares, representing 100% of the total issued share capital of CSMC.

There was no shareholder of CSMC who was entitled to attend the EGM but was only entitled to vote against all the ordinary resolutions and special resolution.

The directors of CSMC are pleased to announce that the ordinary resolutions and the special resolution, as set out in the notice of extraordinary general meeting dated, 16<sup>th</sup> January, 2008 were duly passed, by

way of poll, as applicable, at the EGM. Details of the poll results in respect of the ordinary resolutions and the special resolution proposed at the EGM were as follows:-

RESOLUTION		Number of CS	Number of CSMC shares	
			voted(Approximate %)	
		FOR	AGAINST	
1.	ORDINARY RESOLUTION  To approve:  (i) the entering into by the Company of the agreement for the sale and purchase of the semiconductor business of China Resource Logic Limited (the "Agreement"), pursuant which the Company agreed to acquire from China Resources Logic Limited, China Resources Microelectronics (Holdings) Limited and China Resources Semiconduct (International) Limited the entire issued shat capital of Oriental Gateway Enterprises Limited CRL Management Services Limited, CFF Finance Limited, Semicon Technology Company Limited, Kope Microelectronic Company Limited, China Resources Smarted Company Limited, Wuxi China Resource Microelectronics (Holdings) Limited, CRM Microelectronics (Holdings) Limited, CRM Microelectronics Company Limited, Forture Property Limited and Well-Known Propert Limited in consideration of the issue of issue a minimum 3,050,581,517 and a maximum 3,210,167,717 shares in the Company, as well the transactions and agreements contemplate under or incidental to the Agreement;	505,428,556 (100%)  ne es to m ha	0 (0%)	505,428,556
	(ii) the allotment of shares to connected persone for cancellation of options of CR Logic as so out under the sub-section headed "Reasons of the termination of share option scheme of C Logic and cancellation of outstanding share options" under the section headed "T termination of CR Logic's employee share option scheme and cancellation of outstanding options" in the "Letter from the Board CSMC" of the Circular; and  (iii) the allotment and issue of 3,050,581,517 share and up to an additional 159,586,200 shares the Company (should all the optionholders CR Logic accept the offer of shares in CSMC consideration of the cancellation of the options), credited as fully paid in accordant with the terms of the Agreement.	et or		
2.	To approve the Continuing Connected Transaction as set out in the notice of the Extraordinary General Meeting of the Company dated 16 <sup>th</sup> January, 2008.		0 (0%)	505,428,556
3.	SPECIAL RESOLUTION			
	To approve the change of name of the Company to "Chin Resources Microelectronics Limited 華潤微電子有限公司"		0 (0%)	2,490,396,404

As more than 50% of the votes cast at the EGM were in favour of the ordinary resolutions, all the ordinary resolutions were duly passed. As more than 75% of the votes cast at the EGM were in favour of the special resolution, the special resolution was duly passed.

The share registrar of CSMC, Computershare Hong Kong Investor Service Limited was appointed as the scrutineer for vote-taking at the EGM.

#### General

Trading in the shares of CR Logic and CSMC on the Stock Exchange were suspended at the request of both companies with effect from 2:30 p.m. on 13<sup>th</sup> February, 2008, pending the release of this announcement. Applications have been made for the resumption of trading in the shares of both companies with effect from 9:30 a.m. on 14<sup>th</sup> February, 2008.

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

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.

As at the date of this announcement the directors of CSMC are Dr. Peter Chen Cheng-yu and Mr. Elvis Deng Mao-song, being executive directors; Mr. Zhu Jinkun, Mr. Wang Guoping, Mr. Ong Thiam Kin, Mr. Yu Yu and Dr. Chen Nan-xiang, being non-executive directors; and Mrs. Kum Loon Oon, Mr. Mark Hsue Chi Nan and Mr. Ralph Sytze Ybema, being independent non-executive directors.

By order of the board of
China Resources Logic Limited
Zhu Jinkun
Chairman

By order of the board of
CSMC Technologies Corporation
Peter Chen Cheng-yu
Chairman

Hong Kong, 13<sup>th</sup> February, s2008

\* for identification purpose only