

Notice of Annual General Meeting of Shareholders 股東週年大會通告

NOTICE is hereby given that the annual general meeting (“Annual General Meeting”) of CSMC Technologies Corporation (the “Company”) will be held at 10:00 on 27 May 2005, at The Excelsior, Hong Kong (address: 281 Gloucester Road, Causeway Bay, Hong Kong) for the following purposes:

1. To consider and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2004.
2. To consider and approve the final dividend distribution plan of the Company for the year ended 31 December 2004, and to authorize the board (“Board”) of the Directors of the Company to distribute such dividend to the Shareholders.
3. To re-elect Dr. Peter CHEN Cheng-yu, Mr. Robert Naii LEE, Mr. TSAI Nein-nan, Mrs. Kum Loon OON, Mr. Ralph Sytze YBEMA, and Mr. Mark HSUE Chi Nan as Directors and authorize the Board to fix their remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company for the financial year 2005, to hold office until the conclusion of the following Annual General Meeting, and to authorize the Board of Directors to fix the remuneration; and

茲通告華潤上華科技有限公司(「本公司」)謹訂於二零零五年五月二十七日上午十時正，假座香港怡東酒店(地址為香港銅鑼灣告士打道281號)舉行股東週年大會，以討論下列事項：

1. 考慮及採納截至二零零四年十二月三十一日止年度的經審核賬目報表、董事會報告及核數師報告。
2. 考慮及批准本公司截至二零零四年十二月三十一日止年度的末期股息分配計劃，及授權本公司董事會向股東分發該等股息。
3. 重選陳正宇先生、李乃義先生、蔡聯南先生、溫金鸞女士、Ralph Sytze YBEMA先生及許奇楠先生為董事及授權董事會釐定彼等的酬金。
4. 重新委任羅兵咸永道會計師事務所為本公司於二零零五年財政年度的核數師，任期直至下屆股東週年大會結束時為止，並授權董事會釐定其酬金；及

5. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:
5. 作為特別事項，考慮及酌情通過以下決議案為普通決議案：
- A. “THAT subject to the availability of unissued share capital a general mandate be and it is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and dispose of additional shares of the Company and to make or grant offers, agreements or options including warrants which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any shares which may be issued on a rights issue or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and/or employees of the Company and/or any of its subsidiaries and/or any other eligible participates of shares or rights to acquire shares of the Company or upon the exercise of the subscription rights under any warrants issued by the Company or as scrip dividends pursuant to the articles of association of the Company, from time to time not exceeding 20 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution and for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- A. 「動議待有足夠未發行股本的情況下，無條件授予董事一般性權力，於有關期間（定義見下文）行使本公司的一切權力，配發、行使及處理本公司額外股份，並訂立及授予或需在有關期間或其後行使該項權力的建議、協議或購股權；惟所涉及的股份（但不包括根據供股或就授出或發行股份或可購入本公司股份的權利予本公司及／或其任何附屬公司的董事及／或僱員及／或任何其他合資格參與者而於當時採納的購股權計劃或類似安排或根據本公司組織章程細則成為以股代息股份或依照行使本公司已發行的認股權證而發行的股份）不得超過於本決議案日期本公司已發行股本面值總額百分之二十；就本決議案而言，「有關期間」指通過本決議案起至下列各項最早的日期為止的期間：

- the conclusion of the next Annual General Meeting of the Company;
 - the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
- B. “THAT there be granted to the Directors an unconditional general mandate to repurchase shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other exchange on which the Shares have been or may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases (“Recognized Stock Exchange”), and that the exercise by the Directors of all powers of the Company to repurchase Shares subject to and in accordance with all applicable laws and in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or that of any other Recognized Stock Exchange, be and it is hereby generally and unconditionally approved, subject to the following conditions:
- 本公司下屆股東週年大會結束時；
 - 依據法例或本公司的公司組織章程細則規定，本公司須舉行下屆股東週年大會的期限屆滿當日；及股東在股東大會上通過普通決議案撤回或修訂本決議案的日期。」
- B. 「**動議**在下文所述的條件規限下，一般無條件批准授予董事一般無條件授權在香港聯合交易所有限公司（「聯交所」）或股份及證券及期貨事務監察委員會及聯交所根據香港股份購回守則認可的任何其他證券交易所（「認可證券交易所」）購回本公司的股份（「股份」），並在所有適用法例規限下，按照該等適用法例，以及根據聯交所證券上市規則（經不時所修訂者）或任何其他認可證券交易所的規定，由董事行使本公司一切權力，購回股份：

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- such mandate shall not extend beyond the Relevant Period;
- such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
- the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; and
- for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:
 - 該項授權不得伸延至有關期間後；
 - 該項授權將授權董事促使本公司按董事酌情認為合適的價格購回股份；
 - 本公司根據本決議案於有關期間購回的股份，不得超過於本決議案通過當日本公司已發行股本總面值的百分之十；及
 - 就本決議案而言，「有關期間」指通過本決議案起至下列各項最早的日期為止的期間：

- the conclusion of the next Annual General Meeting of the Company;
 - the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
- C. “THAT subject to the availability of unissued share capital and conditional upon the passing the resolution 5A and 5B as set out in the notice convening the Annual General Meeting, the aggregate nominal value of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with resolution 5B shall be added to the aggregate nominal value of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution 5A.”
- 本公司下屆股東週年大會結束時；
 - 依據法例或本公司的公司組織章程細則規定，本公司須舉行下屆股東週年大會的期限屆滿當日；及股東在股東大會上通過普通決議案撤回或修訂本決議案的日期。」
- C. 「**動議**待有足夠未發行股本的情況下，以及本股東週年大會通告載列的第5A及第5B項決議案獲通過後，將本公司根據上文第5B項決議案購回的本公司股份面值總額，加入本公司董事根據本大會通告第5A項決議案可予配發、發行或買賣或同意有條件或無條件配發的股份面值總額之內。」

6. As specific business, to consider and, if thought fit, pass, with or without modification, the following resolutions as an Ordinary Resolution.

“THAT upon the Stock Exchange granting or agreeing to grant approval of the Share Option Scheme and any options which may be granted thereunder and the granting of the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of any options under the Share Option Scheme, the rules of the Share Option Scheme be approved, subject to such modifications as may be decided by the Board (or any committee thereof established by the Board), and the Board or any such committee be authorised, at its absolute discretion, to grant options to subscribe for Shares thereunder, to allot, issue and deal with Shares pursuant to the exercise of any options which may be granted under the Share Option Scheme and to take all such steps as may be necessary or desirable to implement the Share Option Scheme.

7. As specific business, to consider and, if thought fit, pass, with or without modification, the following resolutions as an Ordinary Resolution.

6. 作為特別事項，考慮及酌情通過（不論有否經修訂）以下決議案為一項普通決議案。

「**動議**於聯交所批准或同意批准購股權計劃及任何根據購股權計劃而可能授出的購股權，以及批准因行使根據購股權計劃所授任何購股權而可能將予發行的任何股份上市及買賣後，批准通過購股權計劃的規則（須受董事會或董事會就此成立的任何委員會）可能決定作出的該等修改所規限），及授權董事會或任何該委員會按其絕對酌情權授出購股權以認購該計劃項下的股份，以及配發、發行及處理因行使根據購股權計劃可能授出的任何購股權而發行的股份，並就落實購股權計劃而採取所有必要或合宜的行動。

7. 作為特別事項，考慮及酌情通過（不論有否經修訂）以下決議案為普通決議案。

“THAT the allotment and issue of Shares (as set out in the table below) at par, credited as fully paid (such consideration being satisfied by the Company capitalizing an amount equal to the total nominal value of such Shares then standing to the credit of the share premium account of the Company), to the executive Directors respectively in accordance with the Equity Incentive Plan adopted by Shareholders on 8 May, 2004, be and is hereby approved.”

Executive Directors	Number of vested Shares by 1 April, 2005
Peter CHEN Cheng-yu	2,566,809
Robert LEE Naii	2,100,550
TSAI Nein-nan	1,335,970

Notes:

A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, vote in his stead. A proxy need not be a member of the Company.

In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

「動議批准按照二零零四年五月八日股東會議通過的股份獎勵計劃，分別按面值向執行董事配發及發行入賬列作繳足股份(如下表所呈列，本公司會將當時於本公司股份溢價賬中金額相等於該等股份總面值的進賬撥充資本，以支付有關代價)。」

	於二零零五年 四月一日 執行董事 前歸屬的股份數目
陳正宇	2,566,809
李乃義	2,100,550
蔡聯南	1,335,970

附註：

凡有權出席以上通告所召開的大會及於會上投票的股東，均有權委任一名或多名代表代其出席及投票。受委代表毋須為本公司股東。

代表委任表格連同經簽署的授權書或其他授權文件(如有)或經由公證人簽署證明的副本，必須於大會或續會舉行時間不少於四十八小時前一併交回本公司的股份過戶登記處(地址為香港灣仔皇后大道東183號合和中心46樓)，方為有效。

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 20 April 2005 to 27 April 2005, both days inclusive. In order to qualify for the proposed final dividend payment, completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, the Transfer Office at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 19 April 2005.

The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

暫停辦理股份過戶登記手續

本公司將由二零零五年四月二十日至二零零五年四月二十七日(包括首尾兩天)暫停辦理股份過戶登記手續。如欲合資格獲發建議末期股息，必須於二零零五年四月十九日下午四時正或之前將填妥的股份過戶登記表格連同有關股票，送交本公司的股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號室過戶辦事處。

本通告的中文譯本僅供參考。如英文本及中文本有任何歧義，概以英文本為準。