

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

NOTICE IS HEREBY GIVEN (the "Notice") that the Annual General Meeting of CSMC Technologies Corporation (the "Company") will be held at 10:00a.m. on 26 May 2006, at the Excelsior, Hong Kong (address: 281 Gloucester Road, Causeway Bay, Hong Kong) for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the Directors of the Company (the "Directors") and the auditors for the year ended 31 December 2005.
2. To re-elect Mr. Ken ONG Thiam Kin, Mr. YU Yu, Dr. CHEN Nanxiang and Mr. Paul P. WANG as Non-Executive Directors and authorize the Board of the Directors (the "Board") to fix their remuneration.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company for the financial year 2006, to hold office until the conclusion of the following annual general meeting, and to authorize the Board to fix its remuneration; and

茲通告(「通告」)華潤上華科技有限公司(「本公司」)謹訂於二零零六年五月二十六日上午十時，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. 考慮及採納截至二零零五年十二月三十一日止年度的經審核綜合財務報表、本公司董事(「董事」)會報告及核數師報告。
2. 重選王添根先生、俞宇先生、陳南翔博士及王伯元先生為非執行董事及授權董事會(「董事會」)釐定彼等的酬金。
3. 重新委任羅兵咸永道會計師事務所為本公司於二零零六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

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4. As special business, to consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:
- (A) “THAT
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares (the “Shares”) in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
4. 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) 「動議
- (a) 一般及無條件批准董事在下文(c)段所述規限下，於有關期間(定義見下文)行使所有本公司權力配發、發行及處置本公司股本中的未發行股份(「股份」)，及作出或授出可能需行使有關權力的建議、協議及購股權(包括認股權證、債券及可轉換本公司股份的債權證)；
- (b) 授權董事於有關期間內作出或授出可能需於有關期間內或有關期間結束後行使有關權力的建議、協議及購股權(包括認股權證、債券及可轉換本公司股份的債權證)；

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares under the Equity Incentive Plan; or (iii) the exercise of any options granted under the Share Option Scheme adopted by the Company; or (iv) an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants or any securities which are convertible into Shares which might be issued by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and
- (c) 董事根據上文(a)及(b)段的批准，配發或同意有條件或無條件配發的股本面值總額（不論根據選擇權或以其他方式），不得超過本決議案通過當日本公司已發行股本面值總額的20%，惟不包括根據(i)供股（定義見下文）；或(ii)根據股份獎勵計劃發行股份；或(iii)根據本公司採納的購股權計劃行使任何購股權；或(iv)本公司可能發行的可換股認股權證或任何證券附帶的認購權或換股權獲行使後發行的股份；或(v)根據本公司組織章程細則以替代任何以股代息計劃或類似安排的全部或部分股息而發行的股份；及

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by memorandum and articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

(d) 就本決議案而言：

「有關期間」指本決議案通過時間起至下列各項最早的日期為止的期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 依據本公司的公司組織章程大綱及細則或開曼群島適用法律規定，本公司須舉行下屆股東週年大會的期限屆滿當日；或
- (iii) 本公司股東在股東大會上通過普通決議案撤回或修訂本決議案所賦予的權力。

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

「供股」指董事於指定的期間，向於指定記錄日期名列本公司股東名冊的本公司股份持有人提呈發售股份，所按比例以彼等當時就有關股份的持股量為準（惟於董事根據任何相關司法權區法律，或任何認可監管機構或任何證券交易所的規定，就零碎權益或考慮任何限制或責任後認為必須或適當時，可有例外情況或其他安排）。」

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(B) “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange (the “Recognised Stock Exchange”) on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with all applicable rules and regulations of the Securities and Futures Commission, the Rules Governing the Listing of Securities on the Stock Exchange or that of the Recognised Stock Exchange, and all applicable laws in this regard, be and is hereby approved generally and unconditionally;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(B) 「動議：

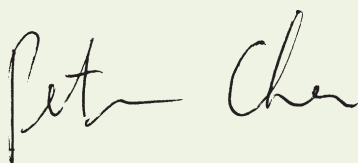
- (a) 一般及無條件批准董事在下文(c)段所述規限下，於有關期間(定義見下文)行使本公司所有權力，於香港聯合交易所有限公司(「聯交所」)或本公司股份可能上市及香港證券及期貨事務監察委員會及聯交所就上述目的而言認可的任何其他證券交易所(「認可證券交易所」)，購回本公司股本中的已發行股份，及以其他方式根據證券及期貨事務監察委員會所有適用規則及規例、聯交所或認可證券交易所的證券上市規則，以及就此而言的所有適用法律購回股份；
- (b) 上文(a)段的批准應作為賦予董事的任何其他授權的補充，並代表本公司授權董事於有關期間促使本公司以董事釐定的價格購回其股份；

- (c) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and
- (d) for the purposes of this resolution:
- “Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (c) 本公司根據上文(a)段的批准於有關期間購回或本公司同意有條件或無條件將予購回的股本面值總額，不得超過本決議案通過當日本公司已發行股本面值總額的10%；及
- (d) 就本決議案而言：
- 「有關期間」指本決議案通過時間起至下列各項最早的日期為止的期間：
- (i) 本公司下屆股東週年大會結束時；
  - (ii) 依據本公司的公司組織章程大綱及細則或開曼群島適用法律規定，本公司須舉行下屆股東週年大會的期限屆滿當日；或
  - (iii) 本公司股東在股東大會上通過普通決議案撤回或修訂本決議案所賦予的權力。」

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(C) "THAT conditional upon the passing of the ordinary resolutions numbered 4(A) and 4(B) in the Notice, the aggregate nominal amount of the number of shares in the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said resolution numbered 4(B) shall be added to the aggregate nominal amount of the number of shares in 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 the said resolution numbered 4(A) set out in the Notice."

By Order of the Board of Directors



**Peter CHEN Cheng-yu**

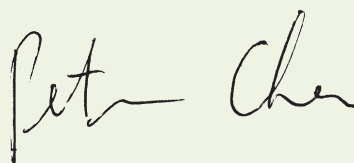
*Chairman*

**CSMC Technologies Corporation**

4 April 2006

C. 「動議待本大會通告載列的第4(A)及第4(B)項決議案獲通過後，將本公司根據上文第4(B)項決議案購回的本公司股份數目的股份面值總額，加入董事根據本大會通告所載第4(A)項決議案可予配發或同意有條件或無條件配發的本公司股份數目的股份面值總額之內。」

承董事會命



華潤上華科技有限公司

主席

陳正宇

謹啓

二零零六年四月四日



*Registered office:*

Scotia Centre  
P.O. Box 2804GT, George Town  
Grand Cayman, Cayman Islands  
British West Indies

*Head office and principal place of business:*

No.14 Liangxi Road  
Wuxi, Jiangsu  
214061  
PRC

*Place of business in Hong Kong under*

*Part XI of the Companies Ordinance:*

Room 1101 Landmark North  
39 Lung Sum Avenue  
Sheung Shui  
New Territories

Notes:

- (A) Each Shareholder entitled to attend and vote at the Annual General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies (who must be an individual) to attend and vote at the Annual General Meeting or any adjournment thereof (as the case may be) on his behalf. A proxy need not be a shareholder of the Company.
- (B) Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed under the hand of the appointer or of his attorney authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

註冊辦事處：

Scotia Centre  
P.O. Box 2804GT, George Town  
Grand Cayman, Cayman Islands  
British West Indies

總辦事處及主要營業地點：

中國  
江蘇無錫市  
梁溪路14號  
郵編：214061

根據公司條例第XI部登記

的香港營業地點：

新界  
上水  
龍琛路39號  
上水廣場1101室

附註：

- (A) 有權出席股東週年大會及於會上投票的各名股東可填妥本公司的代表委任表格，委任一名或多名代表（必須為個人）代其出席股東週年大會（視情況而定）或其任何續會及於會上投票。委任代表無需為本公司股東。
- (B) 股東務須使用本公司的代表委任表格委任代表，且必須以書面作出委任。代表委任表格必須由委任人或其書面授權代表親筆簽署，倘委任人為一家公司，則代表委任表格須另行加蓋公司印鑑，或由公司負責人、正式授權代表或其他人士親筆簽署。

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- (C) To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited (address: 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof (as the case may be).
- (D) Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof or poll concerned and, in such event, the form of proxy shall be deemed to be revoked.
- (E) Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting or any adjournment thereof (as the case maybe), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting or any adjournment thereof (as the case maybe), personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- (C) 代表委任表格連同已簽署的授權書(如有)或其他授權文件(如有)或經簽署證明的授權書或授權文件的副本,須於股東週年大會或其任何續會(視情況而定)指定舉行時間48小時前填妥及交回本公司的股份過戶登記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46樓,方為有效。
- (D) 填妥及交回代表委任表格後,股東仍可親身出席股東週年大會或其任何續會及於會上或就相關表決投票,而於該情況下,代表委任表格將視作撤銷論。
- (E) 倘為任何股份的聯名持有人,則任何該等人士均可親身或委派代表於股東週年大會或其任何續會(視情況而定)就有關股份投票,猶如其為股份的唯一持有人;惟倘多於一名聯名持有人親身或委派代表出席股東週年大會或其任何續會(視情況而定),則僅上述出席者中排名最先或較先(視情況而定)的一名人士方可就有關聯名股份投票,而就此而言,排名先後乃參考名列本公司股東名冊的有關聯名股份的聯名持有人姓名的次序而定。

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

本通告的中文譯本僅供參考。如英文本與中文本有任何歧義,概以英文本為準。