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ICube Technology Holdings Limited

中國微電子科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of ICube Technology Holdings Limited (the “**Company**”) will be held at The Boardroom (Basement II), The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong, on Monday, 25 March 2013 at 9:30 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions (each a “**Resolution**”):

SPECIAL RESOLUTION

- (1) “**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, ordinary shares of HK\$0.01 each (the “**Reorganised Shares**”) in the capital of the Company to be created upon the Capital Reorganisation (as defined below) becoming effective; and (ii) the compliance by the Company with the requirements applicable to the Capital Reduction (as defined below) pursuant to the Companies Act 1981 of Bermuda; with effect from 9:00 a.m. (Hong Kong time) on the business day immediately following the fulfilment of the above conditions (the “**Effective Date**”):
- (a) every five (5) existing shares of HK\$0.01 each in the issued share capital of the Company to be consolidated into one (1) share of HK\$0.05 each (the “**Consolidated Share**”) in the capital of the Company (the “**Share Consolidation**”), and any fractional Consolidated Share(s) shall be disregarded and not issued to the shareholders of the Company and that all such fractional entitlements to Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company;
- (b) the issued share capital of the Company be reduced by canceling paid up capital to the extent of HK\$0.04 on each of the Consolidated Shares in issue on the Effective Date (the “**Capital Reduction**”) so that each issued share in the capital of the Company shall be treated as one (1) fully-paid up ordinary share of HK\$0.01 each in the capital of the Company, and

- (c) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company where it may be applied by the directors (the “**Directors**”) of the Company in accordance with the bye-laws of the Company,

and that the board of directors of the Company be and is hereby authorised generally to do all acts, deeds and things as it may, in its absolute discretion, deem appropriate, desirable and in the best interests of the Company to effect and implement the Share Consolidation and the Capital Reduction (collectively the “**Capital Reorganisation**”).

ORDINARY RESOLUTION

- (2) “**THAT** subject to and conditional upon the Capital Reorganisation referred to in Resolution (1) above becoming effective and the fulfilment of the other conditions set out in the conditional deed of variations dated 8 February 2013 (the “**Deed of Variations**”) entered into between the Company and the Bondholders referred to in the Deed of Variations to vary certain terms and conditions of the three-year zero coupon convertible bonds in the aggregate principal amount of HK\$200,000,000 (the “**Convertible Bonds**”) constituted by the deed poll dated 1 December 2010 and issued by the Company on 1 December 2010 (a copy of the Deed of Variations having been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification):
- (a) the Deed of Variations and all transactions contemplated thereunder and all other matters in connection therewith and incidental thereto be and are hereby generally and unconditionally approved, confirmed and ratified in all respects;
- (b) the directors (each a “**Director**” and collectively the “**Directors**”) of the Company (or a duly authorised committee thereof) be and they are/it is hereby generally and specifically authorised to allot and issue such number of new shares (the “**Conversion Shares**”) of par value of HK\$0.01 each in the capital of the Company to be created upon the Capital Reorganisation becoming effective as may be required upon the exercise of the conversion rights attaching to the convertible portion of the Convertible Bonds; and
- (c) any one Director be and he is hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of such Director, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Deed of Variations and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company.”

Yours faithfully
By order of the Board
ICube Technology Holdings Limited
Wong Howard
Chairman

Hong Kong, 1 March 2013

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*
Room 1603-05
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more separate proxy(ies) to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 1 March 2013.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish.
4. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the Meeting, 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 are present at the Meeting personally or by proxy, the joint member whose name stands first on the register of members of the Company in respect of such share, or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holder(s) in respect thereof.
5. The votes at the Meeting will be taken by poll.

As at the date of this notice, the board of directors of the Company comprises two executive Directors, namely, Mr Wong Howard and Mr Wong Yat Fai; and three independent non-executive Directors, namely, Mr Tung Tat Chiu, Michael, Mr Li Chi Ming and Mr Wan Ngar Yin, David.

** For identification purpose only*