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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 Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 15 August 2013 at 9:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the underwriting agreement in respect of the Rights Issue (as defined hereinbelow) dated 25 June 2013 and made between the Company and Freeman Securities Limited (the “**Underwriting Agreement**”) (a copy of which has been produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment of the conditions set out in the Underwriting Agreement, the allotment and issue of not less than 1,355,825,218 new shares and not more than 2,292,650,866 new shares (the “**Rights Shares**”) of HK\$0.01 each in the share capital of the Company (the “**Shares**”) pursuant to an offer by way of rights to the holders of Shares (the “**Shareholders**”) at the subscription price of HK\$0.10 per Rights Share on the basis of two Rights Shares for every Share held by the Shareholders whose names appear on the register of members of the Company on Tuesday, 27 August 2013 (the “**Record Date**”) as described in further details in a circular issued by the Company dated 29 July 2013 and on and subject to such terms and conditions as may be determined by the directors of the Company (the “**Rights Issue**”), be and is hereby approved, confirmed and ratified;
- (c) the directors of the Company be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholdings of the Shareholders and, in particular, the directors of the Company may make such exclusions or other arrangements in relation to Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and

(d) the directors of the Company be and is hereby authorised to do all acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement and to make and agree such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate and in the interests of the Company.”

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

Hong Kong, 29 July 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 29 July 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