

# 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)

### Form of Proxy for use by shareholders at the Special General Meeting (the "Meeting") of ICube Technology Holdings Limited (the "Company") to be held on Thursday, 15 August 2013 at 9:30 a.m. (or any adjournment thereof)

I/We, <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares

of HK\$0.01 each in the capital of the Company, HEREBY APPOINT <sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the Meeting, as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) to 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 the resolution set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
<p><b>"THAT</b></p> <p>(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 "<b>Underwriting Agreement</b>") (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;</p> <p>(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 "<b>Rights Shares</b>") of HK\$0.01 each in the share capital of the Company (the "<b>Shares</b>") pursuant to an offer by way of rights to the holders of Shares (the "<b>Shareholders</b>") 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 "<b>Record Date</b>") 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 "<b>Rights Issue</b>"), be and is hereby approved, confirmed and ratified;</p> <p>(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</p> <p>(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."</p>		

Dated \_\_\_\_\_ 2013 Shareholder's signature <sup>(6)</sup> \_\_\_\_\_

#### Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS. In the case of joint registered holders, the names of all joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If the form of proxy returned is duly signed but without specific direction on the resolution, the proxy will vote or abstain at his/her/its discretion in respect of the resolution. A proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than the resolution set out in the notice convening the Meeting.
- (5) This form of proxy must be signed by the member or his attorney duly authorised in writing, or, if the appointor is a corporation, it must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same. The signature must match the records maintained by the Company's branch share registrar in Hong Kong.
- (6) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy(ies) (who must be individual(s)) to attend and, on a poll, vote on his/her/its behalf. A proxy need not be a member. In the case of joint registered holders, if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (7) In order to be valid, this proxy form must be completed and deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, 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 will not preclude any member from attending and voting in person at the Meeting (or any adjournment thereof). In the event that you attend the Meeting after having lodged this form of proxy, the form of proxy will be deemed to have been revoked.

\* for identification purposes only