

# 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 Monday, 18 August 2014 at 9:45 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company which will be held at 9:30 a.m. at the same place and on the same date) (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 Monday, 18 August 2014 at 9:45 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company which will be held at 9:30 a.m. at the same place and on the same date), 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 <sup>(5)</sup>	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
To approve the variation of the terms and conditions of the bonds in the aggregate principal amount of HK\$200 million constituted by the deed poll dated 1 December 2010 (and as varied on 8 February 2013 pursuant to a deed of variations entered into by the Company and the Bondholders) pursuant to the second deed of variations dated 8 July 2014.		

Dated \_\_\_\_\_ 2014 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 any resolution(s), the proxy will vote or abstain at his /her/its discretion in respect of such resolution(s). 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) The full text of the resolution appears in the notice of the Meeting incorporated in the circular of the Company dated 1 August 2014 (the “Circular”).
- (6) 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.
- (7) 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.
- (8) 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.