

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ICube Technology Holdings Limited (the “**Company**”), you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or the transferee, or to the stockbroker, other registered dealer in securities, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR DATED 16 OCTOBER 2014
IN RESPECT OF
THE PROPOSED RE-ELECTION OF DIRECTORS
AND
REVISED NOTICE OF SPECIAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 16 October 2014.

A revised notice convening the special general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 10 November 2014 at 9:30 a.m. is set out on pages 5 to 8 of this supplemental circular.

Whether or not you are able to attend and vote at the special general meeting, you are requested to read the revised notice and to complete and sign the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the special general meeting or any adjourned meeting thereof. Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjourned meeting thereof should you so wish and in such event, the revised form of proxy shall be deemed to be revoked.

* *For identification purposes only*

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LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Wong Howard
Dr. Kwong Kai Sing, Benny
Mr. Wong Yat Fai
Ms. Davis Angela Hendricks

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. Tung Tat Chiu, Michael
Mr. Li Chi Ming
Mr. Kwok Chi Kwong
Mr. Chen Youchun

*Principal Place of Business
in Hong Kong:*

Room 1603-05
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

24 October 2014

To the Shareholders

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR DATED 16 OCTOBER 2014
IN RESPECT OF
THE PROPOSED RE-ELECTION OF DIRECTORS
AND
REVISED NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 16 October 2014 (the “**Circular**”) which contains, inter alia, the information of the re-election of Directors at the special general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 10 November 2014 at 9:30 a.m. (the “**SGM**”). Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as defined in the Circular.

The purpose of this supplemental circular is to provide the Shareholders with information in respect of the additional resolution to be proposed at the SGM for the re-election of Mr. Chen Youchun as an independent non-executive Director.

* *For identification purposes only*

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTOR

Reference is made to the announcement dated 21 October 2014 of the Company in relation to the appointment of Mr. Chen Youchun (“**Mr. Chen**”) as an independent non-executive Director and a member of the Audit Committee and Remuneration Committee of the Company with effect from 21 October 2014. Pursuant to the Company’s Bye-laws and Corporate Governance Code as set out in Appendix 14 of the Listing Rules, directors appointed shall hold office until the first general meeting of the Company after appointment. Accordingly, Mr. Chen will retire at the SGM and, being eligible, offer himself for re-election.

The requisite details of Mr. Chen as required under Rule 13.74 of the Listing Rules are set out below:

Mr. Chen, aged 38, holds degree of Bachelor of Laws from Southwest University of Political Science and Law in 2000 and the University of Northumbria in 2011 and a Master degree in Laws from Wuhan University in 2007. Mr. Chen is a foreign lawyer registered with The Law Society of Hong Kong. Mr. Chen has extensive experience in corporate financing, private equity, venture capitals, IPO and listing, and mergers and acquisitions. Mr. Chen has been a partner of the Shenzhen office of JunZeJun Law Offices since 2006.

Mr. Chen is an independent director of Shenzhen Century Plaza Hotel Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000033) and Hainan Honz Pharmaceutical Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300086). Save as disclosed above, Mr. Chen has not held other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the letter of appointment issued by the Company, the initial term of office of Mr. Chen is 1 year commencing on 21 October 2014. He is also subject to retirement and re-election in accordance with the provisions set out in the Company’s Bye-laws. Mr. Chen is entitled to receive a fixed director’s fee of HK\$20,000 per month. Except for the Company’s share option scheme, Mr. Chen is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors. The foregoing emolument of Mr. Chen is recommended by the Company’s Remuneration Committee and approved by the Board with reference to Mr. Chen’s qualifications, experience and responsibilities with the Company.

As at 22 October 2014, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in the circular, Mr. Chen does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance. In addition, Mr. Chen does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Chen has no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Mr. Chen's appointment that need to be brought to the attention of the Shareholders.

3. REVISED NOTICE OF THE SGM AND SPECIAL ARRANGEMENT RELATING TO THE REVISED FORM OF PROXY

Since both (i) the notice of the SGM as set out in the Circular and (ii) the form of proxy sent with the Circular (the "**First Form of Proxy**") do not contain the proposed additional resolution for re-election of Mr. Chen Youchun as an independent non-executive Director, a revised notice of the SGM has been set on pages 5 to 8 of this supplemental circular and a revised form of proxy for use at the SGM (the "**Revised Form of Proxy**") has been prepared and is enclosed with this supplemental circular.

Shareholders are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Branch Share Registrar**") as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be) (the "**Closing Time**").

A Shareholder who has not yet lodged the First Form of Proxy with the Branch Share Registrar is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxy(ies) to attend the SGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Branch Share Registrar.

A Shareholder who has already lodged the First Form of Proxy with the Branch Share Registrar should note that:

- (i) **If no Revised Form of Proxy is lodged with Branch Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.** The proxy so appointed by the Shareholder will be entitled to cast his/her/its votes or to abstain from voting at his/her/its discretion on any resolution properly put to the SGM including the resolution for re-election of Mr. Chen Youchun as an independent non-executive Director set out in this supplemental circular and the revised notice of the SGM.
- (ii) **If the Revised Form of Proxy is lodged with the Branch Share Registrar before the Closing Time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the Shareholder.**
- (iii) **If the Revised Form of Proxy is lodged with the Branch Share Registrar after the Closing Time, the Revised Form of Proxy will be invalid. However, such Revised Form of Proxy will revoke the First Form of Proxy previously lodged by the Shareholder and any vote that may be cast by the purported proxy (whether**

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appointed under the First Form of Proxy or the Revised Form of Proxy) will not be counted. Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the Closing Time. If any Shareholder in this case wishes to vote at the SGM, they will have to attend in person and vote at the SGM themselves.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the SGM if they so wish and in such event, such form(s) of proxy shall be deemed to be revoked.

4. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein or this supplemental circular misleading.

5. RECOMMENDATION

Directors consider that the proposed additional resolution set out in the revised notice of SGM is in the interests of the Company and the Shareholders as a whole, and therefore recommend you to vote in favour of the relevant resolution to be proposed at the SGM.

Yours faithfully,
By Order of the Board
ICube Technology Holdings Limited
Wong Yat Fai
Executive Director

REVISED NOTICE OF THE SGM

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 IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of ICube Technology Holdings Limited (the “**Company**”) will be held at 9:30 a.m. on Monday, 10 November 2014 at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- a. subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- b. the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (to be defined in paragraph (d) below) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- 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 granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) any share option schemes of the Company approved by Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, or (iv) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

* *For identification purposes only*

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d. for the purposes of this resolution:

“Relevant Period” means the period from 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 Bye-laws of the Company or any applicable law to be held; or
- iii. the date upon which the authority set out in this resolution revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register 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 recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

2. “**THAT** subject to and conditional upon the Listing Committee of Stock Exchange granting listing of and permission to deal in the shares to be issued upon the exercise of options which may be granted under the Company’s share option scheme adopted by the Company on 27 September 2013 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of options to subscribe for shares under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”
3. “(a) To re-elect Dr. Kwong Kai Sing, Benny as an executive director of the Company;
- (b) To re-elect Ms. Davis Angela Hendricks as an executive director of the Company; and
- (c) To re-elect Mr. Chen Youchun as an independent non-executive director of the Company.”

REVISED NOTICE OF THE SGM

SPECIAL RESOLUTION

4. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “ICube Technology Holdings Limited” to “China Jinhai International Group Limited” with effect from the date of entry of the new English name on the register maintained by the Registrar of Companies in Bermuda and, upon the change of English name becoming effective, “中國金海國際集團有限公司” be adopted as the new Chinese name of the Company in replacement of “中國微電子科技集團有限公司” for identification purposes only (“**Name Change**”), and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to Name Change.”

Yours faithfully,
By Order of the Board
ICube Technology Holdings Limited
Wong Yat Fai
Executive Director

Hong Kong, 24 October 2014

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 shareholder of the Company entitled to attend and vote at the SGM 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 shareholder of the Company.
2. A revised form of proxy for use at the SGM (the “**Revised Form of Proxy**”) is enclosed with this supplemental circular of the Company dated 24 October 2014.
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 notarially certified copy thereof) must be 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 (the “**Branch Share Registrar**”) as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof) (the “**Closing Time**”).
4. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the SGM, 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 SGM personally or by proxy, the joint holders 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 SGM will be taken by poll.

REVISED NOTICE OF THE SGM

6. **IMPORTANT:** A shareholder who has not yet lodged the form of proxy (the “**First Form of Proxy**”) which was sent together with the circular of the Company dated 16 October 2014 with the Branch Share Registrar is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxy(ies) to attend the SGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Branch Share Registrar.
7. **IMPORTANT:** A shareholder who has already lodged the First Form of Proxy should note that:
 - (i) If no Revised Form of Proxy is lodged with the Branch Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her/its votes or to abstain from voting at his/her/its discretion on any resolution properly put to the SGM including the resolution for re-election of Mr. Chen Youchun as an independent non-executive director of the Company set out in the supplemental circular and the revised notice of the SGM.
 - (ii) If the Revised Form of Proxy is lodged with the Branch Share Registrar before the Closing Time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the Shareholder.
 - (iii) If the Revised Form of Proxy is lodged with the Branch Share Registrar after the Closing Time, the Revised Form of Proxy will be invalid. However, such Revised Form of Proxy will revoke the First Form of Proxy previously lodged by the Shareholder and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Revised Form of Proxy) will not be counted. Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the Closing Time. If any Shareholder in this case wishes to vote at the SGM, they will have to attend in person and vote at the SGM themselves.
8. Completion and delivery of the First Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the SGM or at any adjourned meeting (as the case may be) if they so wish and in such event, such form(s) of proxy shall be deemed to be revoked.

As at the date of this revised notice, the board of directors of the Company comprises 4 executive directors, namely, Mr. Wong Howard, Dr. Kwong Kai Sing, Benny, Mr. Wong Yat Fai and Ms. Davis Angela Hendricks; and 4 independent non-executive directors, namely, Mr. Tung Tat Chiu, Michael, Mr. Li Chi Ming, Mr. Kwok Chi Kwong and Mr. Chen Youchun.