

**ICube Technology Holdings Limited**  
**中國微電子科技集團有限公司\***  
(the “Company”)  
(Incorporated in Bermuda with limited liability)

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**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

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**1. PROVISIONS IN THE COMPANY’S BYE-LAWS**

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Clause 101 of the Company’s Bye-laws.

1.2 Extract of Clause 101 is set out below:

No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a member (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

**2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;

\* for identification purposes only

- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

### **3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

- 3.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s Head Office in Hong Kong or the Company’s Registration Office (i.e. Tricor Tengis Limited).
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

### **4. ADDITIONAL INFORMATION**

- 4.1 Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene a special general meeting pursuant to Clause 71 of the Company’s By-laws. The objects of the meeting must be stated in the related requisition deposited at the Company’s Head Office in Hong Kong.

**Note:** *If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*

Date: 30 March 2012