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**IRICO**

**彩虹集團電子股份有限公司**

**IRICO GROUP ELECTRONICS COMPANY LIMITED\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 0438)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of IRICO Group Electronics Company Limited (the “**Company**”) will be held at 9:00 a.m., on Monday, 16 January 2012 at the conference room of the Company at No.1 Caihong Road, Xianyang, Shaanxi Province, the People's Republic of China (the “**EGM**”) for the purpose of considering and, if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the entering into of the premises leasing framework agreement dated 31 October 2011 (the “**Premises Leasing Framework Agreement**”) between the Company and IRICO Group Corporation\* (“**IRICO Group**”), a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purposes, details of which are more particularly described in the circular of the Company dated 30 November 2011 (the “**Circular**”), be and is hereby generally and unconditionally approved, confirmed and ratified; and

(b) any one of the directors of the Company be and hereby authorized to do all such acts and things and to sign all documents and to take any steps which in his absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the transactions contemplated under the Premises Leasing Framework Agreement.”

2. **“THAT:**

(a) the proposed revised annual caps in respect of (i) the master supply agreement dated 24 December 2009 entered into between the Company and IRICO Group in respect of the provision of fuel, industrial chemical products and raw materials by the Company to the IRICO Group (the **“IRICO Group Master Supply Agreement”**), (ii) the master purchase agreement dated 24 December 2009 entered into between the Company and Xianyang Cailian Packaging Material Company Limited\* in respect of the provision of packaging materials and adhesive tapes from IRICO Group to the Company (the **“Xianyang Cailian Master Purchase Agreement”**), (iii) the comprehensive services agreement dated 24 December 2009 entered into between the Company and IRICO Group in respect of the provision of certain utilities and social and ancillary services by IRICO Group to the Company (the **“Comprehensive Services Agreement”**), and (iv) the five premises leasing agreements dated 24 December 2009 entered into between (v) the Company and IRICO Group ; (w) Shaanxi IRICO Phosphor Material Co., Ltd.\* and IRICO Group; (x) IRICO Display Device Co., Ltd.\* and IRICO Group; (y) Xian IRICO Zixun Co., Ltd.\* and IRICO Group; and (z) Xianyang IRICO Electronics Shadow Mask Co., Ltd.\* and IRICO Group (collectively the **“Premises Leasing Agreements”**) for the year ending 31 December 2011 (where applicable) and the year ending 31 December 2012 (the **“Proposed Revised Annual Caps”**), details of which are more particularly described in the Circular, be and are hereby generally and unconditionally approved, confirmed and ratified; and

(b) any one of the directors of the Company be and hereby authorized to do all such acts and things and to sign all documents and to take any steps which in his absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the IRICO Group Master Supply Agreement, the Xianyang Cailian Master Purchase Agreement, the Comprehensive Services Agreement, the Premises Leasing Agreements and the transactions contemplated thereunder and the Proposed Revised Annual Caps.”

## **SPECIAL RESOLUTIONS**

1. **“THAT** the following amendments to the business scope of the Company be and are hereby generally and unconditionally approved and adopted:

**the current business scope of the Company, which reads:**

“research and development, manufacturing and sale of colour display units and their accessories and materials, electronic parts, electronic vacuum devices and electronic products; self-operated and commissioned import and export business for various commodities and technologies (other than commodities and technologies whose dealing, import or export is restricted or prohibited to operate by the State); operation of processing imported goods and “Three-plus-one” business (i.e. processing and compensation trade); foreign trade and entrepot trade; research and development, manufacturing and sale of computer hardware and software, chemical products (other than hazardous products), information technology and industrial control system and its devices; processing and repairing machinery; general transportation service (with licence); development of, training and consultation on electronic information technology; acquisition and processing of wastes and sale of accumulated inventories.”

**be amended as:**

“research and development, manufacturing and sale of colour display units and their accessories and materials, electronic parts, electronic vacuum devices and electronic products; self-operated and commissioned import and export business for various commodities and technologies (other than commodities and technologies whose dealing, import or export is restricted or prohibited to operate by the State); operation of processing imported goods and “Three-plus-one” business (i.e. processing and compensation trade); foreign trade and entrepot trade; research and development, manufacturing and sale of computer hardware and software, chemical products (other than hazardous products), information technology and industrial control system and its devices; processing and repairing machinery; general transportation service (with licence); development of, training and consultation on electronic information technology; acquisition and processing of wastes and sale of accumulated inventories; research and development, production and sale of photovoltaic glass, tempered glass, coated glass, conductive film glass and flat glass; development, research, production and sale of solar cell chips, solar modules and accessory products as well as new materials such as silicon materials and value-added glass and high-tech products.”

2. (a) **“THAT** the following amendments to the articles of association of the Company be and are hereby generally and unconditionally approved and adopted:

**Sub-paragraph 2 of Article 12, which reads:**

“The business scope of the Company is: research and development, manufacturing and sale of colour display units and their accessories and materials, electronic parts, electronic vacuum devices and electronic products; self-operated and commissioned import and export business for various commodities and technologies (other than commodities and technologies whose dealing, import or export is restricted or prohibited to operate by the State); operation of processing imported goods and “Three-plus-one” business (i.e. processing and compensation trade); foreign trade and entrepot trade; research and development, manufacturing and sale of computer hardware and software, chemical products (other than hazardous products), information technology and industrial control system and its devices; processing and repairing machinery; general transportation service (with licence); development of, training and consultation on electronic information technology; acquisition and processing of wastes and sale of accumulated inventories.”

**be amended as:**

“The business scope of the Company is: research and development, manufacturing and sale of colour display units and their accessories and materials, electronic parts, electronic vacuum devices and electronic products; self-operated and commissioned import and export business for various commodities and technologies (other than commodities and technologies whose dealing, import or export is restricted or prohibited to operate by the State); operation of processing imported goods and “Three-plus-one” business (i.e. processing and compensation trade); foreign trade and entrepot trade; research and development, manufacturing and sale of computer hardware and software, chemical products (other than hazardous products), information technology and industrial control system and its devices; processing and repairing machinery; general transportation service (with licence); development of, training and consultation on electronic information technology; acquisition and processing of wastes and sale of accumulated inventories; research and development, production and sale of photovoltaic glass, tempered glass, coated glass, conductive film glass and flat glass; development, research, production and sale of solar cell chips, solar modules and accessory products as well as new materials such as silicon materials and value-added glass and high-tech products.”; and

- (b) any one of the directors of the Company be and hereby authorized to do all such acts and things and to sign all documents and to take any steps which in his absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the amendments to the articles of association of the Company.”

By order of the Board  
**IRICO Group Electronics Company Limited**  
**Chu Xiaohang**  
*Joint Company Secretary*

Xianyang, Shaanxi Province, The People's Republic of China  
30 November 2011

*As at the date of this announcement, the board of directors of the Company consists of Mr. Tao Kui and Mr. Zhang Junhua as executive directors, Mr. Guo Mengquan, Mr. Niu Xinan, Mr. Fu Jiuquan and Mr. Zhang Weichuan as non-executive directors, and Mr. Xu Xinzong, Mr. Feng Bing, Mr. Wang Jialu, Mr. Lv Hua, and Mr. Zhong Pengrong as independent non-executive directors.*

*Notes:*

- (a) The H share register of the Company will be closed from 18 December 2011 to 16 January 2012 (both days inclusive), during which no transfer of H shares of the Company will be effected. Where applicable, holders of H shares of the Company intending to attend the EGM are required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H share registrar, Computershare Hong Kong Investor Services Limited by 4:00 p.m. on 16 December 2011. Any holders of H shares of the Company, whose names appear on the Company's register of members at the close of business on 16 December 2011, are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting.

- (b) Holders of H shares of the Company, who intend to attend the EGM, must complete the reply slips for attending the EGM and return them to the office of the secretary to the board of directors of the Company not later than 20 days before the date of the EGM, i.e. no later than 27 December 2011.

Details of the office of the secretary to the board of directors of the Company are as follows:

No. 1 Caihong Road  
Xianyang  
Shaanxi Province  
The People's Republic of China  
Postal Code: 712021

Tel: 8629-3333 3850

Fax: 8629-3333 3852

- (c) Each holder of H shares of the Company who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (d) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.
- (e) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, the address of which is set out below, by no later than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.

The address of Computershare Hong Kong Investor Services Limited is as follows:

Rooms 1712-1716  
17th Floor, Hopewell  
Centre 183 Queen's Road East  
Hong Kong

- (f) If a proxy attends the EGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the EGM, such representative should produce his/her ID card and the notarized copy of the resolution passed by the board of directors or other authorities or other notarized copy of the licence issued by such legal person shareholder.
- (g) The EGM is expected to last for half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

\* *For identification purpose only*