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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 CLASS MEETING OF THE HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that a class meeting of holders of H shares (the “**H Shareholders Class Meeting**”) of IRICO Group Electronics Company Limited (the “**Company**”) will be held on 2 September 2011 at 10:00 a.m. at the conference room of the Company at No.1 Caihong Road, Xianyang, Shaanxi Province, the People's Republic of China (or after the conclusion or adjournment of the extraordinary general meeting) for the purpose of considering and, if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTION**

#### **1. “THAT:**

the Board be and is hereby granted the following specific mandate:

- (a) to allot and issue additional H Shares in the capital of the Company. Such mandate can be exercised once or more than once during the Relevant Period (as defined herein), subject to the following conditions:

- (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the Relevant Period;
  - (ii) the aggregate number of H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued to professional, institutional and/or individual investors by way of private placement by the Board pursuant to such mandate, shall not exceed 450,000,000 H Shares, representing approximately 71.33% and 20.16%, respectively, of the issued H Shares and total issued share capital of the Company as of the date of this resolution;
  - (iii) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and
  - (iv) such mandate shall be in addition and without prejudice to any general mandate to issue shares which may be granted by the shareholders of the Company.
- (b) contingent on the Board resolving to issue shares pursuant to the sub-paragraph (a) above, the Board be authorised to:
- (i) approve, execute, and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation):
    - (I) determine the number of H Shares to be issued;
    - (II) determine the issue price of the new H Shares by reference to the prevailing market price of the H Shares at the time of entering into agreement for the issuance of the new H Shares and all other relevant market considerations, which issue price per share shall not be less than the latest audited net asset value per share of the Company immediately before the Proposed H Share Issue and the nominal value per Share and not be less than 80% of the higher of:

- (i) the closing price of the H Shares as quoted on the Stock Exchange of Hong Kong Limited on the date of signing of the relevant placing agreement involving the Proposed H Share Issue; and
  - (ii) the average closing price of the H Shares as quoted on the Stock Exchange of Hong Kong Limited for the 5 trading days immediately prior to the date of signing of the relevant placing agreement involving the Proposed H Share Issue;
- (III) determine the use of proceeds of the new issue of H Shares;
- (IV) make or grant such offers, agreements and options as may be necessary in the exercise of such powers;
- (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing new H Shares pursuant to sub-paragraph (a) of this resolution, register the increased registered capital with the relevant authorities in the PRC and make such amendments to the Articles as it thinks fit so as to reflect the increase in the registered capital of the Company; and
  - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.

For the purpose of this resolution:

“Articles” means the articles of association of the Company;

“Board” means the board of directors of the Company;

“H Shares” means the overseas listed foreign invested Shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;

“Proposed H Share Issue” means the proposed issue of not more than 450,000,000 new H Shares to professional, institutional and/or individual investors by way of private placement pursuant to exercise of the specific mandate granted under this resolution;

“Relevant Period” means the period from the passing of this resolution up to:

- (i) the expiration of the 12-month period following the passing of this resolution; or
- (ii) the revocation or variation of the authority given under this resolution by a special resolution of the shareholders of the Company in the general meeting and class meetings, where applicable.”

By order of the Board  
**IRICO Group Electronics Company Limited\***  
**Xing Daoqin**  
*Chairman of the Board*

Xianyang, Shaanxi, PRC

18 July 2011

*As at the date of this announcement, the Board of the Company consists of Mr. Xing Daoqin, 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 Xinzhong, Mr. Feng Bing, Mr. Wang Jialu, Mr. Lv Hua and Mr. Zhong Pengrong as independent non-executive Directors.*

\* *For identification purposes only*

*Notes:*

(A) The H Share register of the Company will be closed from 4 August 2011 to 2 September 2011 (both days inclusive), during which no transfer of H Shares will be effected. Where applicable, H Shareholders of the Company intending to attend the H Shareholders Class Meeting 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 3 August 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 3 August 2011, are entitled to attend and vote at the H Shareholders Class Meeting after completing the registration procedures for attending the meeting.

- (B) Holders of H Shares, who intend to attend the H Shareholders Class Meeting, must complete the reply slips for attending the H Shareholders Class Meeting and return them to the Office of the Secretary to the Board of the Company not later than 20 days before the date of the H Shareholders Class Meeting, i.e. no later than 13 August 2011.

Details of the Office of the Secretary to the Board of the Company are as follows:

No. 1 Caihong Road  
Xianyang  
Shaanxi Province  
712021 PRC  
Tel: 8629-3333 3850  
Fax: 8629-3333 3852

- (C) Each holder of H Shares who has the right to attend and vote at the H Shareholders Class Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the H Shareholders Class Meeting. 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 H Shareholders Class Meeting 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  
183 Queen's Road East  
Hong Kong

- (F) If a proxy attends the H Shareholders Class Meeting on behalf of a holder of H Shares, he should produce his ID card and the instrument signed by the appointor or his legal representative, and specifying the date of its issuance. If a legal person holder of H Shares appoints its corporate representative to attend the H Shareholders Class Meeting, such representative should produce his/her ID card and the notarized copy of the resolution passed by the Board or other authorities or other notarized copy of the license issued by such legal person shareholder.
  
- (G) The H Shareholders Class Meeting (together with the relevant class meeting of holders of domestic shares and extraordinary general meeting of the Company) is expected to last for half a day. Shareholders attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.