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**CHINA ELECTRONICS CORPORATION HOLDINGS COMPANY LIMITED**  
**中國電子集團控股有限公司\***

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 00085)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of the shareholders of China Electronics Corporation Holdings Company Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 10 October 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. “**THAT** the revised annual caps of RMB590 million, RMB770 million and RMB480 million for the two years ending 31 December 2011 and 2012 and the six months ending 30 June 2013, respectively, for the service charges payable by the Company and its subsidiaries under the 2010-2013 business services agreement dated 19 July 2010 and entered into between the Company and 中國電子信息產業集團有限公司 (China Electronics Corporation Limited) (the “**2010-2013 Business Services Agreement**”) be and are hereby generally and unconditionally approved and any one director of the Company be and is hereby authorised to do all such further acts and things and take all such steps which he considers necessary, desirable or expedient to implement and/or validate anything related to the revision of the annual caps for the service charges payable pursuant to the 2010-2013 Business Services Agreement.”

\* *For identification purpose only*

2. “**THAT** Mr. Rui Xiaowu be re-elected as a director.”

By order of the Board of  
**China Electronics Corporation Holdings Company Limited**  
**Ng Kui Kwan**  
*Company Secretary*

Hong Kong, 19 September 2011

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

*Principal place of business in*

*Hong Kong:*  
Room 3503, 35th Floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company but must be present in person at the Meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company’s branch registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof, should he so wish.

3. In the case of joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.
4. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the above ordinary resolutions will be taken by poll.

*As at the date of this announcement, the Board comprises two Non-executive Directors, namely Mr. Rui Xiaowu (Chairman) and Mr. Zhao Guiwu (Vice Chairman), two Executive Directors, namely Mr. Fan Qingwu (Managing Director) and Mr. Liu Jinping, and three Independent Non-executive Directors, namely Mr. Chan Kay Cheung, Mr. Wong Po Yan and Mr. Yin Yongli.*