

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**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)****PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND TO ISSUE SHARES****PROPOSED RE-ELECTION OF DIRECTOR****NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Saturday, 24 May 2014 at 4:00 p.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

22 April 2014

\* For identification purpose only

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX – EXPLANATORY STATEMENT</b> .....	9
<b>NOTICE OF AGM.</b> .....	13

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Saturday, 24 May 2014 at 4:00 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 13 to 17 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2013
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate for the Directors to exercise the powers of the Company to buy back Shares, details of which are set out in Ordinary Resolution no. 6
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“CEC”	China Electronics Corporation Limited (中國電子信息產業集團有限公司), a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“Company”	China Electronics Corporation Holdings Company Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies listed on the main board of the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate for the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares, details of which are set out in Ordinary Resolution no. 7
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

---

**LETTER FROM THE BOARD**

---



**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)**

*Non-executive Director:*

Rui Xiaowu (*Chairman*)

*Executive Directors:*

Xie Qinghua (*Managing Director*)

Liu Hongzhou (*Vice Chairman*)

Liu Jinping

*Independent Non-executive Directors:*

Chan Kay Cheung

Qiu Hongsheng

Yin Yongli

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business*

*in Hong Kong:*

Room 3403, 34th Floor

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

22 April 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND TO ISSUE SHARES**

**PROPOSED RE-ELECTION OF DIRECTOR**

**NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the AGM, Ordinary Resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the Buy-back Mandate and the Share Issue Mandate to the Directors; and (ii) the re-election of the retiring Director.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with information regarding the proposed grant of the Buy-back Mandate and the Share Issue Mandate, the proposed re-election of the retiring Director, and the notice of AGM.

### **BUY-BACK MANDATE AND SHARE ISSUE MANDATE**

At the annual general meeting of the Company held on 16 April 2013, resolutions were passed giving general mandates to the Directors to exercise the powers of the Company to repurchase Shares and to allot, issue and deal with additional Shares. These general mandates will lapse at the conclusion of the AGM. Therefore, Ordinary Resolutions will be proposed at the AGM to seek the approval of the Shareholders for the granting of the Buy-back Mandate and the Share Issue Mandate to the Directors.

#### **Buy-back Mandate**

At the AGM, an Ordinary Resolution will be proposed that the Directors be given an unconditional general mandate to buy back Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Buy-back Mandate. Details of the Buy-back Mandate are set out in Ordinary Resolution no. 6 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 1,691,560,000 Shares in issue. Subject to the passing of the Ordinary Resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 169,156,000 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Buy-back Mandate, is set out in the appendix to this circular.

#### **Share Issue Mandate**

At the AGM, an Ordinary Resolution will also be proposed that the Directors be given an unconditional general mandate to allot, issue and deal with additional Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approval of the Share Issue Mandate.

---

## LETTER FROM THE BOARD

---

An Ordinary Resolution will also be proposed to authorise the extension of the Share Issue Mandate by an addition thereto of an amount representing the aggregate nominal amount of the Shares bought back by the Company under the Buy-back Mandate (if granted).

Subject to the passing of the Ordinary Resolution for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 338,312,000 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolution nos. 7 and 8 of the AGM Notice, respectively.

The Buy-back Mandate and the Share Issue Mandate shall continue to be in force from the date of passing of the Ordinary Resolutions for the approval of the Buy-back Mandate and the Share Issue Mandate until: (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, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws to be held; or (iii) the revocation or variation of the Buy-back Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution(s) of the Shareholders in general meeting, whichever occur first.

### RE-ELECTION OF DIRECTOR

In accordance with Bye-law 87(1), Mr. Rui Xiaowu and Mr. Yin Yongli will retire by rotation at the AGM. Mr. Yin Yongli, who has been an independent non-executive Director since 2004, has notified the Company that due to age, he will not seek for re-election as Director at the AGM. Accordingly, except for Mr. Yin Yongli, the other retiring Director, being eligible, will offer himself for re-election at the AGM.

The biographical and other details of the Director standing for re-election at the AGM are set out below:

**Mr. Rui Xiaowu**, aged 54, is the chairman of the Company and a non-executive Director. Mr. Rui graduated from the Science & Technology University for National Defense of China in 1982 with a major in Computer Software, was a Master's postgraduate and a Research Fellow, and was awarded the "Government Special Allowance" by the State Council of the PRC. Mr. Rui is the chairman of CEC. Mr. Rui was previously the director of the 710 Research Institute of the Ministry of Aerospace Industry of China, the general manager of China Satellite Communications Corporation and the deputy general manager of China Aerospace Science & Technology Corporation. Mr. Rui was also the chairman of China Spacesat Company Limited (a company listed on the Shanghai Stock Exchange), the chairman, president and an executive director of China Aerospace International Holdings Limited, and the chairman and a non-executive director of APT Satellite Holdings Limited.

---

## LETTER FROM THE BOARD

---

Mr. Rui Xiaowu has not entered into any service contract with the Company which provides for a specified length of service. Mr. Rui Xiaowu will be subject to retirement by rotation and re-election at annual general meetings of the Company every three years. Mr. Rui Xiaowu does not receive any remuneration from the Group.

Save as disclosed above, Mr. Rui Xiaowu is not connected with any Directors, senior management or substantial or controlling Shareholders. As of the Latest Practicable Date, Mr. Rui Xiaowu does not have any interests in the Shares within the meaning of Part XV of the SFO.

Except as disclosed in the biographical details above, Mr. Rui Xiaowu has not held any other directorships in any listed public companies in the last three years.

Mr. Rui Xiaowu does not have a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed herein, there are no other matters relating to the re-election of the retiring Director that needed to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

In accordance with Rule 3.10(1) of the Listing Rules, the Board must include at least three independent non-executive directors. The Company is now seeking an appropriate person to be appointed by the Board or to be proposed for election to fill up the vacated office occasioned by the retirement of Mr. Yin Yongli as independent non-executive Director. If the requirement of Rule 3.10(1) of the Listing Rules is not complied with at the date of the AGM, the Company will inform the Stock Exchange and publish further announcement as and when appropriate pursuant to the requirement under the Listing Rules.

### **PROPOSED DECLARATION OF DIVIDEND**

The Board recommends the declaration and payment of a dividend of HK\$0.03 per Share for the year ended 31 December 2013.

As at the Latest Practicable Date, the Company had 1,691,560,000 Shares in issue. Based on the number of issued Shares, the dividend, if declared and paid, will amount to HK\$50,746,800.

The dividend is proposed to be paid out of the contributed surplus account of the Company (the “Contributed Surplus Account”) pursuant to Bye-law 137 and in accordance with the Companies Act 1981 of Bermuda (as amended).



---

## LETTER FROM THE BOARD

---

As at 31 December 2013, based on the audited financial statements of the Company, the amount standing to the credit of the Contributed Surplus Account was HK\$396,391,000. Following payment of the dividend, there will be a remaining balance of HK\$345,644,000 standing to the credit of the Contributed Surplus Account.

The Directors are satisfied that there are no reasonable grounds for believing that the Company is, or would after the payment be, unable to pay its liabilities as they become due in the ordinary course of business.

Subject to the approval of Shareholders at the AGM, the proposed dividend will be paid on or about 30 June 2014 to the Shareholders whose names appear on the register of members of the Company on 11 June 2014.

### **BOOK CLOSURE PERIODS**

Shareholders whose names appear on the register of members of the Company on 24 May 2014 will be entitled to attend and vote at the AGM. The register of members of the Company will be closed from 22 May 2014 to 24 May 2014 (both days inclusive), during which period no transfer of Shares will be registered.

In order to be entitled to attend and vote at the AGM, all share certificates with completed transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 21 May 2014.

Shareholders whose names appear on the register of members of the Company on 11 June 2014 will be entitled to the dividend. The register of members of the Company will be closed from 9 June 2014 to 11 June 2014 (both days inclusive), during which period no transfer of Shares will be registered.

In order to qualify for the dividend, all share certificates with completed transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 6 June 2014.

---

## LETTER FROM THE BOARD

---

### AGM

A notice convening the AGM to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Saturday, 24 May 2014 at 4:00 p.m. is set out on pages 13 to 17 of this circular. At the AGM, Ordinary Resolutions will be proposed to approve, among other things, the proposed grant of the Buy-back Mandate and the Share Issue Mandate and the proposed re-election of the retiring Director. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors consider the proposed grant of the Buy-back Mandate and the Share Issue Mandate and the proposed re-election of the retiring Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant Ordinary Resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of the Board

**China Electronics Corporation Holdings Company Limited**

**Rui Xiaowu**

*Chairman*

**1 LISTING RULES**

The Listing Rules permit listed companies to buy back their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to the Shareholders in connection with the proposed grant of the Buy-back Mandate, to provide the requisite information to the Shareholders for their consideration of the Buy-back Mandate.

**2 REASONS FOR BUY-BACKS**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Buy-backs of Shares will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

**3 SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,691,560,000 Shares. Subject to the passing of the Ordinary Resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 169,156,000 Shares, representing not more than 10% of the issued share capital of the Company as at the date of the AGM.

**4 FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the Listing Rules and the applicable laws of Bermuda. The Directors propose that buy-backs of Shares under the Buy-back Mandate in these circumstances would be financed by available cash flow or working capital facilities of the Group. The Company may not buy back its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Group for the year ended 31 December 2013 contained in the Annual Report) in the event that the Buy-back Mandate is exercised in full at any time during the period within which the Buy-back Mandate can be exercised. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

## 5 SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
April	1.26	0.89
May	2.12	1.05
June	2.10	1.19
July	1.69	1.33
August	1.60	1.38
September	1.47	1.23
October	1.79	1.29
November	1.64	1.40
December	1.60	1.29
<b>2014</b>		
January	2.13	1.33
February	2.04	1.64
March	1.91	1.52
April (up to and including the Latest Practicable Date)	1.74	1.55

**6 DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Buy-back Mandate in accordance with the memorandum of continuance of the Company and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

**7 TAKEOVERS CODE IMPLICATION**

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company under Section 336 of the SFO, CEC, through China Electronics Corporation (BVI) Holdings Company Limited ("CEC (BVI)") and China Integrated Circuit Design Corp., Ltd ("China Huada"), was interested in 1,206,180,000 Shares, representing 71.30% of the issued share capital of the Company. CEC (BVI) is a wholly-owned subsidiary of CEC and CEC owns 50% of China Huada. In the event that the Directors exercised in full the power to buy back Shares under the Buy-back Mandate and assuming the present shareholdings remain the same, the interest of CEC and parties acting in concert with it would be increased from 71.30% to 79.23% of the issued share capital of the Company immediately after the exercise in full of the Buy-back Mandate. The public float for the Shares will then be 20.77%, which is below the minimum public float of 25% as required under Rule 8.08 of the Listing Rules.

Although exercise in full of the Buy-back Mandate will not result in CEC becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code, the Company will not buy back Shares which would result in the number of Shares held by the public falling below 25%.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code if the Buy-back Mandate is exercised in full.

**8 GENERAL**

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, nor have any undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders at the AGM and exercised.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders at the AGM and exercised.

**9 BUY-BACK OF SHARES BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

---

## NOTICE OF AGM

---



### 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of China Electronics Corporation Holdings Company Limited (the “Company”) will be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Saturday, 24 May 2014 at 4:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and of the independent auditor for the year ended 31 December 2013;
2. to declare a dividend of HK\$0.03 per share for the year ended 31 December 2013;
3. to re-elect Mr. Rui Xiaowu as a director of the Company;
4. to authorise the directors of the Company to fix the directors’ remuneration;
5. to re-appoint PricewaterhouseCoopers as the independent auditor and to authorise the directors of the Company to fix its remuneration; and

to consider, as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

6. **“THAT:**
  - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable

\* For identification purpose only

---

## NOTICE OF AGM

---

rules and regulations of the Securities and Futures Commission of Hong Kong and the Stock Exchange or of any other stock exchange, the memorandum of continuance and the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

7. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) 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 and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;



---

## NOTICE OF AGM

---

(b) the aggregate nominal amount of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company or (iii) an issue of shares upon the exercise of subscription rights of any options granted under any option scheme or similar arrangement for the time being adopted for the issue of shares or grant of rights to acquire shares of the Company or (iv) an issue of shares pursuant to any scrip dividend or similar arrangement in accordance with the memorandum of continuance and the by-laws of the Company, shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of shares of the Company bought back by the Company subsequent to the passing of this resolution of up to a maximum amount equivalent to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of ordinary resolution no. 6 in the notice convening the Meeting,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws to be held; or

---

## NOTICE OF AGM

---

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company, or any class of securities of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company who are entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

8. “**THAT** subject to the ordinary resolutions nos. 6 and 7 in the notice convening the Meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 7 in the notice convening the Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution no. 6 in the notice convening the Meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

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

Hong Kong, 22 April 2014

---

## NOTICE OF AGM

---

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business*

*in Hong Kong:*  
Room 3403, 34th Floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from 22 May 2014 to 24 May 2014, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, all share certificates with completed transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 21 May 2014.
2. 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.
3. 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 share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later 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.
4. 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.