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

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**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.

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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)**

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

#### **PROPOSED RE-ELECTION OF DIRECTORS**

#### **PROPOSED CHANGE OF COMPANY NAME**

#### **NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 9 June 2017 at 4:00 p.m. is set out on pages 14 to 19 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 and in such event, the form of proxy shall be deemed to be revoked.

28 April 2017

\* For identification purposes only

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## DEFINITIONS

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*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 Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 9 June 2017 at 4:00 p.m. |
| “AGM Notice”              | the notice for convening the AGM as set out on pages 14 to 19 of this circular  |
| “Annual Report”           | the annual report of the Company for the year ended 31 December 2016  |
| “Board”                   | the board of Directors  |
| “Buy-back Mandate”        | a general mandate for the Board 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, 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” | 21 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular      |

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## DEFINITIONS

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|--------------------------|--|
| “Listing Rules”          | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |
| “Ordinary Resolution(s)” | the 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 buyback by companies listed on the main board of the Stock Exchange of their own securities                      |
| “Share Issue Mandate”    | a general mandate for the Board 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 Codes on Takeovers and Mergers and Share Buy-backs published by the SFC, as amended or supplemented from time to time  |

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## LETTER FROM THE BOARD

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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)**

*Non-executive Directors:*

Dong Haoran (*Chairman*)  
Jiang Juncheng

*Executive Directors:*

Ma Yuchuan (*Deputy Chairman*)  
Liu Hongzhou (*Managing Director*)

*Independent Non-executive Directors:*

Chan Kay Cheung  
Qiu Hongsheng  
Chow Chan Lum

*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

28 April 2017

*To the Shareholders*

Dear Sir or Madam,

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

### **PROPOSED RE-ELECTION OF DIRECTORS**

### **PROPOSED CHANGE OF COMPANY NAME**

### **NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

At the AGM, 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, (ii) the re-election of the retiring Directors and (iii) the Change of Company Name (as hereinafter defined).

\* For identification purposes only

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## LETTER FROM THE BOARD

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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 Directors, and the proposed Change of Company Name and the AGM Notice.

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

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.

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

At the AGM, an ordinary resolution will be proposed that the Board 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 up to 10% of the number of the issued Shares 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 2,029,872,000 Shares in issue. Subject to the passing of the ordinary resolution for 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 202,987,200 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 Board be given an unconditional general mandate to allot, issue and deal with additional Shares of up to 20% of the number of the issued Shares as at the date of approval of the Share Issue Mandate.

An ordinary resolution will also be proposed to authorise the extension of the Share Issue Mandate by an addition thereto of the number of Shares bought back by the Company under the Buy-back Mandate (if granted).

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## LETTER FROM THE BOARD

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Subject to the passing of the ordinary resolution for 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 405,974,400 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions no. 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 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 DIRECTORS

In accordance with Bye-law 87, Mr. Chow Chan Lum and Mr. Dong Haoran will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM. Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders for the re-election of Mr. Chow Chan Lum and Mr. Dong Haoran as Director.

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

**Mr. Chow Chan Lum**, aged 66, is an independent non-executive Director. Mr. Chow graduated from The Chinese University of Hong Kong with a Bachelor of Business Administration degree in 1974, received a Postgraduate Diploma in Accountancy from the University of Strathclyde in Glasgow, United Kingdom in 1975 and was awarded a Postgraduate Diploma in China Law by the University of Macau in 1987. Mr. Chow has been a member of the Institute of Chartered Accountants of Scotland since 1979 and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow is the precedent partner of Wong Brothers & Co, Certified Public Accountants, and a member of the Foreign Experts Consultative Committee on China Independent Auditing Standards of the PRC Ministry of Finance. Mr. Chow served on a number of committees of the Hong Kong Institute of Certified Public Accountants, including as the deputy chairman of the Auditing & Assurance Standards Committee, and a member of the Investigation Panel and the Professional Standards Monitoring Committee, and as president of The Taxation Institute of Hong Kong. Mr. Chow serves as an honorary advisor and committee member of various social bodies, and has been a member of the Chinese People's Political Consultative Conference of Guangdong Province, the PRC from 1997 to 2012. Mr. Chow is also an independent non-executive director of Maoye International Holdings Limited, and has been an independent non-executive director of China Aerospace International Holdings Limited from 2002 to 2012 and Pak Tak International Limited from 2002 to 2014 (all being Hong Kong Main Board listed companies). Mr. Chow was awarded the Medal of Honor by the Government of the Hong Kong Special Administrative Region of the PRC in 2013.

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## LETTER FROM THE BOARD

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**Mr. Dong Haoran**, aged 52, is the Chairman of the Board and a non-executive Director. Mr. Dong graduated from Tsinghua University with a Bachelor's degree in Semiconductor Devices and Physics, and is a professor level senior engineer. Mr. Dong is a director and the general manager of Huada Semiconductor Co., Ltd, a controlling shareholder of the Company, an executive director of China Integrated Circuit Design Corp., Ltd, a fellow subsidiary of the Company, the chairman of Shanghai Belling Corp., Ltd (a company listed on the Shanghai Stock Exchange), an executive director of CEC Huada Electronic Design Co., Ltd ("Huada Electronics"), a wholly-owned subsidiary of the Company, and the chairman of Shanghai Huahong Integrated Circuit Co., Ltd, a subsidiary of Huada Electronics. Mr. Dong joined Huada Electronics in 1988 and possesses extensive knowledge and experience in the integrated circuit design industry.

None of Mr. Chow Chan Lum or Mr. Dong Haoran has entered into any service contract with the Company which provides for a specified length of service. Each of Mr. Chow Chan Lum and Mr. Dong Haoran will be subject to retirement by rotation and re-election under the Bye-laws and the Listing Rules. Mr. Chow Chan Lum received an annual director fee of HK\$200,000 for the year ended 31 December 2016. Mr. Dong Haoran did not receive any remuneration from the Group for the year ended 31 December 2016.

Save as disclosed above, none of Mr. Chow Chan Lum or Mr. Dong Haoran has any relationship with any Directors, senior management, or substantial or controlling Shareholders. As of the Latest Practicable Date, Mr. Dong Haoran has personal interest (long position) in 4,672,420 Shares. Save as otherwise disclosed, neither Mr. Chow Chan Lum nor Mr. Dong Haoran has any interest in the Shares within the meaning of Part XV of the SFO.

Except as disclosed in the biographical details above, none of Mr. Chow Chan Lum or Mr. Dong Haoran has held any directorship in any other listed public companies in the past three years.

None of Mr. Chow Chan Lum or Mr. Dong Haoran has 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 is no other matter relating to the re-election of Mr. Chow Chan Lum or Mr. Dong Haoran that needs to be brought to the attention of the Shareholders, nor is there any other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.



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## LETTER FROM THE BOARD

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### CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 5 April 2017 in relation to the Change of Company Name. The Board proposes to change the English name of the Company from “China Electronics Corporation Holdings Company Limited” to “China Electronics Huada Technology Company Limited”, and the Chinese name of the Company from “中國電子集團控股有限公司” (which has been used for identification purposes only) to “中國電子華大科技有限公司” as its secondary name in Bermuda (the “Change of Company Name”). The English and Chinese stock short name of the Company will also be changed accordingly.

### Conditions of the Change of Company Name

The Change of Company Name is subject to the following:

- (1) the passing of a special resolution by the Shareholders at the AGM to approve the Change of Company Name; and
- (2) the approval from the Registrar of Companies in Bermuda (the “Registrar”) having been obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar enters the new English name and the Chinese secondary name of the Company on the register of companies in Bermuda in place of the existing English name of the Company. The Company will also carry out all necessary filing procedures in Hong Kong upon the Change of Company Name becoming effective.

### Reasons for the Change of Company Name

The Change of Company Name will enhance and build up the corporate identity of the Company which will benefit and facilitate the Company’s future business development. The Board is of the view that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

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## **LETTER FROM THE BOARD**

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### **Effects of the Change of Company Name**

The Change of Company Name will not affect any rights of the holders of securities of the Company. The certificates of securities in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities, and continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates of securities bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities will be issued in the new name of the Company.

The Company will make further announcement(s) as and when appropriate on the effective date of the Change of Company Name and the new English and Chinese stock short name of the Company.

### **BOOK CLOSURE PERIODS**

Shareholders whose names appear on the register of members of the Company at the close of business on 6 June 2017 will be entitled to attend and vote at the AGM. The register of members of the Company will be closed from 6 June 2017 to 9 June 2017 (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 5 June 2017.

Shareholders whose names appear on the register of members of the Company at the close of business on 7 July 2017 will be entitled to the dividend. The register of members of the Company will be closed from 5 July 2017 to 7 July 2017 (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 4 July 2017.

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## LETTER FROM THE BOARD

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### AGM

A notice convening the AGM to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 9 June 2017 at 4:00 p.m. is set out on pages 14 to 19 of this circular. At the AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, the granting of the Buy-back Mandate and the Share Issue Mandate, the re-election of the retiring Directors and the Change of Company Name. 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 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 and in such event, the form of proxy shall be deemed to be revoked.

### RECOMMENDATION

The Board considers the granting of the Buy-back Mandate and the Share Issue Mandate, the re-election of the retiring Directors and the Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of the Board

**China Electronics Corporation Holdings Company Limited**

**Dong Haoran**

*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 SHARE BUY-BACKS**

The Board believes that it is in the interests of the Company and the Shareholders as a whole for the Board to have a general authority from the Shareholders to enable the Company to buy back Shares in the market when appropriate and beneficial to the Company. 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 Board believes 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 2,029,872,000 Shares. Subject to the passing of the ordinary resolution for 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 202,987,200 Shares, representing not more than 10% of the number of the issued Shares 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 Board proposes 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 2016 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 Board does not intend 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 Board, 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><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|--|-------------------------------|------------------------------|
| <b>2016</b>  |                               |                              |
| April  | 2.47                          | 2.18                         |
| May  | 2.33                          | 1.89                         |
| June   | 2.14                          | 1.76                         |
| July   | 1.99                          | 1.73                         |
| August   | 2.26                          | 1.83                         |
| September  | 2.20                          | 1.82                         |
| October  | 2.01                          | 1.83                         |
| November   | 1.89                          | 1.72                         |
| December   | 1.88                          | 1.49                         |
| <b>2017</b>  |                               |                              |
| January  | 1.62                          | 1.49                         |
| February   | 1.77                          | 1.52                         |
| March  | 1.74                          | 1.55                         |
| April (up to and including the<br>Latest Practicable Date) | 1.65                          | 1.50                         |

**6 BOARD'S UNDERTAKING**

The Board has undertaken to the Stock Exchange that it 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 its wholly-owned subsidiaries, Huada Semiconductor Co., Ltd and China Electronics Corporation (BVI) Holdings Company Limited was interested in 1,206,180,000 Shares, representing 59.42% of the issued share capital of the Company. In the event that the Board 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 59.42% to 66.02% of the issued share capital of the Company immediately after the exercise in full of the Buy-back Mandate. The Board is not aware of any consequences which may arise under the Takeovers Code if the Buy-back Mandate is exercised in full.

**8 GENERAL**

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that it/he has a present intention to sell Shares to the Company, nor has any undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders at the AGM.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close 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.

**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.

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## NOTICE OF AGM

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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 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 Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 9 June 2017 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 2016;
2. to declare a dividend of HK3 cents per share for the year ended 31 December 2016;
3. to re-elect Mr. Chow Chan Lum as an independent non-executive director of the Company;
4. to re-elect Mr. Dong Haoran as a non-executive director of the Company;
5. to authorise the directors of the Company to fix the directors’ remuneration;

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

#### 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

\* *For identification purposes only*



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## NOTICE OF AGM

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by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable 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 number 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 number of the issued shares 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.”

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## NOTICE OF AGM

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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;
  - (b) the number 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 bye-laws of the Company, shall not exceed the aggregate of:
    - (aa) 20% of the number of the issued shares 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 number of shares of the Company bought back by the Company subsequent to the passing of this resolution of up to 10% of the number of the issued shares 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

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## NOTICE OF AGM

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(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; 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).”

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## NOTICE OF AGM

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8. “**THAT** subject to the ordinary resolutions no. 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 the number 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 number shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.”

### SPECIAL RESOLUTION

9. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “China Electronics Corporation Holdings Company Limited” to “China Electronics Huada Technology Company Limited”, and a new Chinese name of the Company “中國電子華大科技有限公司” be adopted as its secondary name in Bermuda to replace its existing Chinese name “中國電子集團控股有限公司” (which has been used for identification purposes only)(collectively, the “Change of Company Name”) and that the directors of the Company be and are hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the directors of the Company in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the Change of Company Name.”

By Order of the Board

**China Electronics Corporation Holdings Company Limited**

**Ng Kui Kwan**

*Company Secretary*

Hong Kong, 28 April 2017

*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

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## NOTICE OF AGM

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*Notes:*

1. The register of members of the Company will be closed from 6 June 2017 to 9 June 2017, 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 5 June 2017.
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 and in such event, the form of proxy shall be deemed to be revoked.
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, either 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.