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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)

**RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 26 FEBRUARY 2009**

The Board announces that at the SGM held on 26 February 2009, the ordinary resolutions approving the Factoring Agreement as well as the continuing connected transactions contemplated under the 2009 Tenancy Agreements and the related proposed annual caps, were duly passed by the Independent Shareholders by way of poll while the ordinary resolution in relation to the Loan Agreement and the Pledge was not approved by the Independent Shareholders.

Reference is made to the circular (the “**Circular**”) dated 4 February 2009 of the Company containing information relating to the possible financial assistance under the Factoring Agreement, the Loan Agreement and the Pledge, as well as the continuing connected transactions contemplated under the 2009 Tenancy Agreements and the related proposed annual caps. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

RESULTS OF THE SGM

As set out in the notice convening the SGM dated 4 February 2009, the ordinary resolutions approving the Factoring Agreement, the Loan Agreement and the Pledge, as well as the continuing connected transactions contemplated under the 2009 Tenancy Agreements and the related proposed annual caps, were proposed at the SGM.

The ordinary resolutions were voted by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, was appointed as scrutineer for the vote-taking of such resolutions at the SGM.

As stated in the Circular, CEC, the ultimate controlling Shareholder holding 812,500,000 Shares (representing approximately 74.98% of the issued Shares of the Company) as at the date of the SGM, and its associates have abstained from voting on the ordinary resolutions proposed at the SGM.

As at the date of the SGM, there were a total number of 1,083,560,000 Shares in issue. Independent Shareholders holding 271,060,000 Shares were entitled to attend and vote for or against the ordinary resolutions proposed at the SGM. There were no Shares entitling the holder to attend and vote only against the ordinary resolutions at the SGM.

The poll results of the ordinary resolutions proposed at the SGM are as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
To approve the Factoring Agreement and the transactions contemplated thereunder	69,986,108 (100%)	0 (0%)
To approve the Loan Agreement and the Pledge and the transactions contemplated thereunder	897,750 (1.28%)	69,088,358 (98.72%)
To approve the 2009 Tenancy Agreements and the related proposed annual caps	69,986,108 (100%)	0 (0%)

Accordingly, the ordinary resolutions approving the Factoring Agreement as well as the continuing connected transactions contemplated under the 2009 Tenancy Agreements and the related proposed annual caps, were duly passed by the Independent Shareholders by way of poll at the SGM while the ordinary resolution in relation to the Loan Agreement and the Pledge was not approved by the Independent Shareholders at the SGM.

The Company has informed CEC Finance of the results of the SGM and CEC Finance has informed the Company that it will commence credit check on Sang Fei and will execute the Factoring Agreement upon being satisfied with the results of such check. Further announcement will be made by the Company when the Factoring Agreement has been executed.

Since the resolution in relation to the Loan Agreement and the Pledge was not approved by the Independent Shareholders at the SGM, the Company will not proceed to execute the Loan Agreement and the Pledge with Sang Fei.

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

Hong Kong, 26 February 2009

As at the date of this announcement, the Board comprises two Non-executive Directors, namely Xiong Qunli (Chairman) and Tong Baoan (Vice Chairman), two Executive Directors, namely Fan Qingwu (Managing Director) and Hua Longxing, and three Independent Non-executive Directors, namely Chan Kay Cheung, Wong Po Yan and Yin Yongli.

* *For identification purpose only*