



SHENZHEN HIGH-TECH HOLDINGS LIMITED

深圳科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 106)

Proxy form for the Special General Meeting to be held on 17 August 2009

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.20 each
(the “Shares”) in the capital of SHENZHEN HIGH-TECH HOLDINGS LIMITED (the “Company”) hereby appoint
the Chairman of the meeting or ^(Note 3) _____
of _____

to act as my/our proxy at the Special General Meeting of the Company to be held at Bridges Executive Centre, 20th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong on Monday, 17 August 2009, at 10:30 a.m. (and at any adjournment thereof), and to vote on my/our behalf on the undermentioned resolutions as indicated below ^(Note 4).

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)
1.	To approve the Supplemented Agreement and the transactions contemplated thereunder.		
2.	To approve the allotment and issue of the Consideration Shares and to authorize any one Director to allot, issue and deal with the same.		
3.	To approve the Whitewash Waiver.		
4.	To re-elect Mr. Chung Koon Yan as a Director and to authorize the Board of Directors to fix his remuneration.		

Dated this _____ day of _____ 2009. Signature(s) ^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- (3) If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the meeting or” and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided.
- (4) **IMPORTANT: IF, YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- (5) This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation this proxy form must be under its common seal or under the hand of an officer or attorney so authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders(s). For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holdings.
- (7) To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrars of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (8) A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- (9) Any alterations made to this proxy form must be initialled.
- (10) Completion and return of this proxy form will not preclude you from attending and voting at the meeting if you so wish.