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**SHENZHEN HIGH-TECH HOLDINGS LIMITED**

**深 圳 科 技 控 股 有 限 公 司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 106)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Shenzhen High-Tech Holdings Limited (the “Company”) will be held at 20/F., One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Tuesday, 28 December 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following as an ordinary resolution:

1. “**THAT** BDO Limited be and is hereby appointed as auditors of the Company to fill the casual vacancy arising from the resignation of Grant Thornton and to hold office until the conclusion of the next annual general meeting and that the board of directors of the Company be authorised to fix their remuneration.”

By Order of the Board  
**Shenzhen High-Tech Holdings Limited**  
**Chan Yuen Ying, Stella**  
*Company Secretary*

Hong Kong, 10 December 2010

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his stead in accordance with the Bye-Laws of the Company. A proxy need not be a member of the Company but must be present in person to represent the member.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
3. As at the date of this notice, the directors of the Company are Mr. Wong Chung Tak and Mr. Tse Kam Fai, being executive directors of the Company, Mr. Liu Sing Piu, Chris and Mr. Wong Ngo, Derick, being non-executive directors of the Company, and Mr. Chung Koon Yan, Mr. Lee Kuo Ching, Stewart and Miss Chong Kally, being independent non-executive directors of the Company.