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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 (the “**Meeting**”) of Shenzhen High-Tech Holdings Limited (the “**Company**”) will be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Monday, 24 December 2012 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** conditional upon compliance by the Company with all relevant legal procedures and requirements under Bermuda laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to effect the Capital Reorganisation (as defined below), and with effect from the business day (as defined in the Listing Rules) immediately following the day of passing this resolution (“**Effective Date**”):
 - (a) a reduction of the nominal value of every issued and unissued share of the Company from HK\$0.20 to HK\$0.01 so as to form a new share with nominal value of HK\$0.01 each (“**Adjusted Share**”) (the aforesaid capital reduction to be referred to as the “**Reduction of Share Capital**”);
 - (b) the entire sum standing to the credit of the Company’s share premium account as at the Effective Date be cancelled (the aforesaid cancellation of the entire sum standing to the credit of the Company’s share premium account to be referred to as the “**Share Premium Reduction**”, together with the Reduction of Share Capital, the “**Capital Reorganisation**”);

- (c) the credit arising from the Reduction of Share Capital and the Share Premium Reduction be transferred to the contributed surplus account of the Company and the directors of the Company be and are hereby authorised to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner as they consider appropriate from time to time (the “**Authorisation**”); and
- (d) any one director of the Company be and is hereby authorised to do all acts and things and execute all such documents, including under seal where applicable, or make arrangement as he may consider appropriate, necessary or desirable to give effect to or in connection with the Capital Reorganisation and the Authorisation.”

ORDINARY RESOLUTIONS

2. “**THAT:**

- (a) the execution of the conditional sale and purchase agreement dated 23 October 2012 (the “**Agreement**”) entered into by and among (i) the Company as vendor; (ii) Thing On Group Limited (the “**Purchaser**”) as purchaser; and (iii) Wong Chung Tak, Richard as purchaser guarantor (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) in relation to the disposal (the “**Disposal**”) by the Company to the Purchaser of the Company’s entire 100% equity interests in Asset Partners Group Limited, Grandtex Development Limited, Stadium Holdings Limited, Trinity Sino Limited and Value Shine Limited (together, the “**Disposal Companies**”) and the sale and assignment of the shareholder loans advanced to the Disposal Companies by the Company at the consideration which will be satisfied by the issue of a promissory note by the Purchaser and subject to and upon the terms and conditions contained in the Agreement be and is hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under the Agreement be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised to do all acts and things and execute all documents or make such arrangement as he may consider to be appropriate, necessary or desirable to give effect to or in connection with the Agreement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director, in the interest of the Company and its shareholders as a whole.”

3. “**THAT** subject to the Capital Reorganisation becoming effective and completion of the Disposal, a special dividend of HK\$0.62 per Adjusted Share be paid out of the contributed surplus account of the Company to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 2 January 2013.”

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

Hong Kong, 30 November 2012

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. A form of proxy for use at the Meeting is enclosed in the circular of the Company dated 30 November 2012.
3. 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.
4. As at the date of this notice, the directors of the Company are Mr. Wong Chung Tak, Richard, being executive director 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 Kally Chong, being independent non-executive directors of the Company.