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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)

**(1) CAPITAL REORGANISATION
(2) CLOSURE OF REGISTER OF MEMBERS AND
RECORD DATE FOR THE PROPOSED CASH DIVIDEND
(3) CLARIFICATION IN RELATION TO THE CIRCULAR
AND THE SGM NOTICE**

Reference is made to the announcement issued by Shenzhen High-Tech Holdings Limited (the “**Company**”) dated 23 October 2012 and the circular of the Company dated 30 November 2012 (the “**Circular**”) in relation to, among other things, the Cash Dividend and the Capital Reorganisation. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

CAPITAL REORGANISATION

As disclosed in the Circular, the Board proposed that subject to, among other things, Disposal Completion and the Capital Reorganisation becoming effective, the Company will effect a special distribution of the Cash Dividend of HK\$0.62 per Adjusted Share. The SGM to be held for approving the Disposal, the Cash Dividend, the Capital Reorganisation and the transactions contemplated thereunder (including the Financial Assistance) will be held on Monday, 24 December 2012.

In order to create sufficient distributable reserves in the accounts of the Company to effect the payment of the Cash Dividend, the Company proposes to effect the Capital Reorganisation. Details of the Capital Reorganisation are set out in the Circular.

Application for listing

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Adjusted Shares. The Adjusted Shares will rank pari passu in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

No part of the share capital of the Company is listed or dealt in on any other stock exchanges and no such listing or permission to deal is being or is proposed to be sought.

CCASS eligibility

Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on the Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements will be made for the Adjusted Shares to be admitted into the CCASS established and operated by HKSCC.

Free exchange of Adjusted Share certificates and trading arrangements

Subject to the Capital Reorganisation becoming effective, Shareholders may, on or after Thursday, 27 December 2012 and until 4:30 p.m. on Wednesday, 6 February 2013, submit certificates for the Shares (in pink color) to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in exchange for certificates for the Adjusted Shares (in yellow color) at the expense of the Company. Thereafter, certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new certificate issued for the Adjusted Shares. Nevertheless, certificates for Shares will continue to be good evidence of legal title and may be exchanged for certificates for the Adjusted Shares at any time at the expense of the Shareholders in question.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE FOR THE PROPOSED CASH DIVIDEND AND CLARIFICATION IN RELATION TO THE CIRCULAR

The Board noted that there are inadvertent clerical errors in the Circular and notice of special general meeting of the Company dated 30 November 2012 (the "SGM Notice") and would like to clarify the statements regarding closure of register of members and record date for the proposed Cash Dividend on the Circular and SGM Notice as follows:

On page 3 of the Circular:

"Record Date"

Thursday, 3 January 2013, being the record date for the purpose of ascertaining entitlements of the Shareholders to the Cash Dividend

On page 16 of the Circular:

The register of members of the Company will be closed on **Thursday, 3 January 2013**, during which no transfer of shares of the Company will be registered, for the purpose of ascertaining Shareholders’ entitlement to the Cash Dividend. In order to qualify for the Cash Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on **Wednesday, 2 January 2013**.

On page SGM-2 of the Circular and page 3 of the SGM Notice:

- 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 **Thursday, 3 January 2013**.”

REVISED EXPECTED TIMETABLE FOR CAPITAL REORGANISATION AND DISTRIBUTION OF THE CASH DIVIDEND AND CLARIFICATION IN RELATION TO THE CIRCULAR

The expected timetable on page 5 of the Circular should have been read as the revised timetable below:

2012

Latest time for lodging the form of proxy for the SGM	9:30 a.m. on Saturday, 22 December
SGM	9:30 a.m. on Monday, 24 December
Announcement of the poll results of SGM	Monday, 24 December
Disposal Completion and the Capital Reorganisation Effective Date	Thursday, 27 December
Free exchange of existing share certificates for new share certificates for the Adjusted Shares commences	Thursday, 27 December
Last day of dealings in the Adjusted Shares cum-entitlement to the Cash Dividend (<i>Note 1</i>)	Thursday, 27 December
First day of dealings in the Adjusted Shares ex-entitlement to the Cash Dividend (<i>Note 1</i>)	Friday, 28 December

Latest time for lodging transfers of the Adjusted Shares
with the Registrar in order to be qualified for
the Cash Dividend (*Note 1*) on Wednesday, 2 January 4:30 p.m.

Closure of the register of members of the Company
for determining the entitlements of the Qualifying
Shareholders to the Cash Dividend Thursday, 3 January

**Record Date for determining the entitlements of
the Qualifying Shareholders to the Cash Dividend Thursday, 3 January**

Register of members of the Company re-opens Friday, 4 January

Expected date of despatch of the dividend warrants for
the Cash Dividend to the Qualifying Shareholders Friday, 11 January

Last day of free exchange of existing share certificates
for new share certificates on Wednesday, 6 February 4:30 p.m.

Notes:

1. The distribution of the Cash Dividend is subject to Disposal Completion and the Capital Reorganisation becoming effective.
2. The expected timetable is indicative only and subject to change. Further announcement(s) will be made as and when appropriate.

Except as stated above, all the information in the Circular and the SGM Notice remains unchanged.

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

Hong Kong, 30 November 2012

As at the date of this announcement, the Board comprises one executive Director, namely Mr. Wong Chung Tak, Richard, two non-executive Directors, namely Mr. Liu Sing Piu, Chris and Mr. Wong Ngo, Derick, and three independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Lee Kuo Ching, Stewart and Miss Chong Kally.