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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)

**RESULTS OF SPECIAL GENERAL MEETING
CAPITAL REORGANISATION
AND
SPECIAL CASH DISTRIBUTION**

Reference is made to the circular (the “**Circular**”) of Shenzhen High-Tech Holdings Limited (the “**Company**”), the notice of special general meeting (the “**SGM Notice**”) both dated 30 November 2012 and the announcement of the Company dated 30 November 2012 (the “**Announcement**”). Unless the context otherwise required, terms used in this announcement shall have the same meanings as defined in the Circular.

RESULTS OF THE SGM

The Board is pleased to announce that the special resolution (the “**Special Resolution**”) was duly passed by the Shareholders, and all the ordinary resolutions (the “**Ordinary Resolutions**”) were duly passed by the Independent Shareholders, at the SGM by way of voting by poll. The respective poll results of the resolutions are as follows:–

Special Resolution (Note)	Total number of votes	
	For	Against
1. To approve the Capital Reorganisation	1,714,000,863 (99.9996%)	6,000 (0.0004%)
Ordinary Resolutions (Note)	Total number of votes	
	For	Against
2. To approve the Disposal and transactions contemplated thereunder	265,360,240 (99.9224%)	206,000 (0.0776%)
3. To approve the payment of the special cash dividend	265,366,240 (99.9247%)	200,000 (0.0753%)

Note:

The table provides a summary of the Special Resolution and the Ordinary Resolutions only. The full texts of the Special Resolution and the Ordinary Resolutions have been set out in the SGM Notice.

As more than 75% of the votes were cast in favour of the Special Resolution and more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all the Special Resolution and the Ordinary Resolutions were duly passed.

As at the date of the SGM, there were a total of 1,986,606,059 Shares in issue. As no shareholder was required to abstain from voting of the Special Resolution, the total number of shares entitling the holders to attend and vote for or against the Special Resolution at the SGM was 1,986,606,059 Shares. As Mr. Wong and his associates (beneficially interested in an aggregate of 1,448,440,623 Shares, representing approximately 72.9% of the total issued share capital of the Company as at the date of SGM) were required to abstain from voting on the Ordinary Resolutions, the total number of shares entitling the holders to attend and vote for or against the Ordinary Resolutions at the SGM was 538,165,436 Shares.

No Shareholder was entitled to attend and vote only against the Special Resolution and the Ordinary Resolutions at the SGM. The branch share registrar in Hong Kong of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the SGM.

CAPITAL REORGANISATION

The Company has applied for, and the Stock Exchange has granted the approval for the listing of, and permission to deal in the Adjusted Shares. As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation will become effective from Thursday, 27 December 2012. Adjusted Shares shall commence trading with effect from 9:00 a.m. on Thursday, 27 December 2012. 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. Further details of the trading arrangements relating to the Capital Reorganisation are set out in the Announcement.

COMPLETION OF DISPOSAL AND SPECIAL CASH DISTRIBUTION

The Company expects that all conditions of the Disposal will be fulfilled on Thursday, 27 December 2012. Following the completion of the Disposal and the Capital Reorganisation becoming effective, which are both scheduled to take place on Thursday, 27 December 2012, all the conditions of the Cash Dividend will be fulfilled. The Company will then effect a special distribution of the Cash Dividend of HK\$0.62 per Adjusted Share to the Qualifying Shareholders. The Record Date for determining the entitlements of the Qualifying Shareholders to the Cash Dividend is Thursday, 3 January 2013. Details of the trading arrangements and the Record Date in respect of the Cash Dividend have been set out in the Announcement.

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

Hong Kong, 24 December 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.