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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 Bridges Executive Centre, 20th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong on Monday, 17 August 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the entering into of the Supplemented Agreement (as defined and described in the circular of the Company dated 31 July 2009) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and the Directors (or a duly authorized committee thereof) be and are hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto, including but not limited to make any changes, modifications, amendments, waivers, variations or extensions of any of the terms and conditions of the Supplemented Agreement (as defined and described in the circular of the Company dated 31 July 2009) as they may think fit;
2. **THAT:**
 - (a) the allotment and issue of the Consideration Shares (as defined and described in the circular of the Company dated 31 July 2009) by the Company to the Vendor be and is hereby approved and confirmed; and
 - (b) any one director of the Company be and is hereby authorized to allot, issue and deal with the Consideration Shares;

3. **THAT** the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of Junny Diamond Co., Limited and the parties acting in concert with it to make a general offer for all the securities of the Company not already owned or agreed to be acquired by them as a result of the allotment and issue of the Consideration Shares and the transactions contemplated therein be and are hereby approved; and
4. **THAT** Mr. Chung Koon Yan be re-elected as a director of the Company and the board of directors of the Company be and is hereby authorized to fix his remuneration.”

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

Hong Kong, 31 July 2009

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 above meeting is enclosed.
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 Rooms 1806-1807, 18th 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, 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. Lee Kuo Ching, Stewart, Mr. Chung Koon Yan and Miss Chong Kally, being independent non-executive Directors of the Company.