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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

The Board announces that all resolutions proposed at the SGM held on 17 August 2009 were duly passed.

Reference is made to the announcement of Shenzhen High-Tech Holdings Limited (the “Company”) dated 16 June 2009 and the circular (the “Circular”) and the notice of special general meeting (the “SGM”) despatched to the shareholders of the Company on 31 July 2009 in relation to, inter alia, the Supplemented Agreement and the Whitewash Waiver.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the Circular.

The board of directors (the “Board”) of the Company hereby announces that at the SGM held on 17 August 2009, all resolutions proposed were duly passed by way of poll voting.

As at the date of the SGM, the total number of issued Shares was 1,216,606,059 shares. Thing On Group Limited, a company wholly and beneficially owned by Mr. Wong Chung Tak, the Chairman and an executive Director of the Company, being the Shareholder holding 356,589,589 Shares (representing approximately 29.31% of the existing issued share capital of the Company), was required to abstain, and have abstained, from voting at the SGM. Other than Thing On Group Limited, there was no Shareholder required to abstain from voting at the SGM. The total number of the Shares held by the Independent Shareholders who were entitled to attend and vote for or against the resolutions at the SGM was 860,016,470 Shares, and there were no Shares which entitled the holders thereof to attend and vote only against the resolutions proposed at the SGM.

9 Independent Shareholders (in person or by proxy) were present at the SGM, holding an aggregate of 288,509,154 Shares, representing approximately 23.7% of the total number of Shares and approximately 33.5% of the total number of Shares held by the Independent Shareholders.

The poll results are as follows:

Ordinary Resolutions	Number of Shares (%)	
	For	Against
1. To approve the Supplemented Agreement and the transactions contemplated thereunder.	288,509,154 (100%)	0 (0%)
2. To approve the allotment and issue of the Consideration Shares and to authorize any one Director to allot, issue and deal with the same.	288,509,154 (100%)	0 (0%)
3. To approve the Whitewash Waiver.	288,509,154 (100%)	0 (0%)
4. To re-elect Mr. Chung Koon Yan as a Director and to authorize the Board of Directors to fix his remuneration.	288,509,154 (100%)	0 (0%)

Since 100% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

Set out below is the shareholding structure of the Company (i) as at the date of the SGM; (ii) immediately upon Completion assuming no New Warrants and share options are exercised; and (iii) immediately upon Completion assuming the New Warrants and share options are exercised in full:

Name of Shareholders	Existing		Upon Completion assuming no New Warrants and share options are exercised		Upon Completion assuming that the New Warrants and share options are exercised in full (Note 1)	
	No. of Shares held	%	No. of Shares held	%	No. of Shares held	%
<i>The Vendor and parties acting in concert with it :</i>						
- Thing On Group Limited (Note 2)	356,589,589	29.31	356,589,589	19.10	356,589,589	16.65
- The Vendor (Note 2)	-	-	650,000,000	34.83	650,000,000	30.35
<i>Sub-total :</i>	356,589,589	29.31	1,006,589,589	53.93	1,006,589,589	47.00
<i>Directors :</i>						
Tse Kam Fai	-	-	-	-	7,100,000	0.33
Wong Ngo, Derick	-	-	-	-	6,900,000	0.32
Chong Kally	-	-	-	-	6,900,000	0.32
<i>Sub-total :</i>	-	-	-	-	20,900,000	0.97

Public Shareholders :

Power Ace Limited (Note 3)	-	-	-	-	120,000,000	5.61
Willfame Group Limited (Note 3)	60,000,000	4.93	60,000,000	3.21	60,000,000	2.80
Time Favour Limited (Note 4)	-	-	-	-	120,000,000	5.61
Year Top Limited (Note 4)	30,524,000	2.51	30,524,000	1.64	30,524,000	1.43
Other public Shareholders	<u>769,492,470</u>	<u>63.25</u>	<u>769,492,470</u>	<u>41.22</u>	<u>783,492,470</u>	<u>36.58</u>
	<u>1,216,606,059</u>	<u>100.00</u>	<u>1,866,606,059</u>	<u>100.00</u>	<u>2,141,506,059</u>	<u>100.00</u>

Notes :

- (1) The assumption does not take into account any exercise of the share options by the Guarantor or his spouse, Ms. Ng Ka Fong Jenny. The Guarantor and Ms. Ng Ka Fong Jenny have undertaken that they will not exercise their respective options from the date of the Agreement up to and inclusive of the Completion Date.
- (2) The entire issued share capital of the Vendor is wholly and beneficially owned by Thing On Holdings International Limited, a company wholly and beneficially owned by Thing On Group Limited which is in turn wholly and beneficially owned by Mr. Wong Chung Tak, an executive Director and the Chairman of the Company.
- (3) Each of Power Ace Limited and Willfame Group Limited is wholly-owned by Ms. Juvy Ngo Ting.
- (4) Each of Time Favour Limited and Year Top Limited is wholly-owned by Ms. Lucy Tin Chua.

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

Hong Kong, 17 August 2009

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.