



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 "SGM") of Shenzhen High-Tech Holdings Limited (the "Company") will be held at 20th Floor, Central Tower, 28 Queen's Road Central, Hong Kong on 12 February 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution:

ORDINARY RESOLUTION

"**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of, and permission to deal in, the Consolidated Shares (as hereinafter defined in this Resolution), with effect from the first business day immediately following the date on which this Resolution is passed:

- (a) every twenty (20) shares of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one (1) share of HK\$0.20 (each a "**Consolidated Share**") and the Consolidated Shares in issue shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the bye-laws of the Company;
- (b) all fractional Consolidated Shares be aggregated and, if possible, sold for the benefits of the Company;
- (c) any one Director be and is generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he considers necessary or expedient to give effect to the foregoing arrangements; and
- (d) in this Resolution, the term "business day" shall mean a day on which the Stock Exchange is open for the business of dealing in securities and there is no suspension in the trading in the shares of the Company on that day."

By Order of the Board
Shenzhen High-Tech Holdings Limited
Wong Chung Tak
Chairman

Hong Kong, 15 January 2007

Head Office and Principal Place of Business in Hong Kong:

Unit 702, 7/F.

Euro Trade Centre

13-14 Connaught Road Central

Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy or proxies (if he is the holder of two or more shares) to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. In the case of the joint holders of the Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar of the Company, Standard Registrars Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. As at the date of this notice, the directors of the Company are Mr. Wong Chung Tak and Mr. Tse Kam Fai, being executive directors of the Company, Mr. Wong Ngo, Derick, being a non-executive director of the Company and Mr. Lee Kuo Ching, Stewart, Mr. Liu Sing Piu, Chris and Miss Chong Kally, being independent non-executive directors of the Company.