



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 Units 1904-1906, 19th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Wednesday, 26th July, 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions:

ORDINARY RESOLUTIONS

- 1. THAT** the equity transfer agreement dated 29th May, 2006 entered into between China Dawning Information Industry Group Limited, Dawning Information Industry (Shenzhen) Limited and Shenke High-Tech Industrial (Shenzhen) Limited (all being wholly owned subsidiaries of Shenzhen High-Tech Holdings Limited (the "Company")) as vendors and Tianjin Dawning Computer Industry Limited as purchaser (the "Equity Transfer Agreement") and the sale of 100% of the registered capital of Beijing Dawning Tianyan Information Technology Company Limited currently held by Dawning Information Industry (Shenzhen) Limited and Shenke High-Tech Industrial (Shenzhen) Limited (Beijing Dawning Tianyan Information Technology Company Limited in turn holds 50% of the registered capital of Dawning Information Industry (Beijing) Limited and 62.5% of the registered capital of Beijing Dawning Novotech Co., Ltd.) and 50% of the registered capital of Dawning Information Industry (Beijing) Limited currently held by China Dawning Information Industry Group Limited and other transactions contemplated in the Equity Transfer Agreement (the "Disposal") be and are hereby approved, confirmed and ratified; and
- 2. THAT** any one director of the Company be and is authorized on behalf of the Company to do such acts or execute such other documents by hand or, in the case of execution of documents under seal, to do so jointly with either the secretary or a second director of the Company or a person appointed by the board of directors of the Company, which in his or their opinion may be necessary, desirable or expedient to carry out or to give effect to the Disposal pursuant to the Equity Transfer Agreement.

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

Hong Kong, 30th June, 2006

*Head Office and Principal Place
of Business in Hong Kong:*

Units 1904-1906
19th Floor, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

- 1.** A member of the Company entitled to attend and vote at the SGM is entitled to appoint proxies 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 registrars of the Company, Standard Registrars Limited, at Level 25, Three Pacific Place, 1 Queen's Road East, 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 SGM.
- 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, Mr. Deng Wenyun and Mr. Tse Kam Fai, being executive directors of the Company, Mr. Chen Chao and Mr. Wong Ngo, Derick, being non-executive directors 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.