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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)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board announces that the Company entered into the Subscription Agreement with the Subscriber on 7 June 2007 for the subscription by the Subscriber 110,000,000 Shares at HK\$0.62 per Subscription Share.

The Subscription Price of HK\$0.62 represents (i) a discount of approximately 12.68% to the closing price of HK\$0.71 per Share as quoted on the Stock Exchange on the date of this announcement; (ii) a discount of approximately 19.90% to the average closing price per Share of approximately HK\$0.774 as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of this announcement; and (iii) a discount of approximately 21.22% to the average closing price per Share of approximately HK\$0.787 as quoted on the Stock Exchange for the last ten consecutive trading days prior to the date of this announcement.

The Subscription Agreement is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

THE SUBSCRIPTION AGREEMENT DATED 7 JUNE 2007

Parties

- (1) the Company
- (2) the Subscriber

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner, Ms. Lucy Tin Chua, are independent of and not connected with any of the Directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates and are not connected persons of the Company.

The Subscription Shares

110,000,000 Shares, representing approximately 10.65% of the existing issued Shares of the Company and approximately 9.62% of the issued Shares of the Company as enlarged by the Subscription.

The Subscription Shares will be issued under the general mandate granted to the Directors by the shareholders of the Company at the annual general meeting of the Company held on 25 May 2007. The Directors have the authority to issue up to 206,624,411 Shares (that is, 20% of the existing issued share capital of the Company). The said general mandate has not been utilized in any part up to the date of this announcement.

The Subscription Price

The Subscription Price is HK\$0.62 per Share.

The Subscription Price was agreed after arm's length negotiations and with reference to the prevailing market price of the Shares and represents (i) a discount of approximately 12.68% to the closing price of HK\$0.71 per Share as quoted on the Stock Exchange on the date of this announcement; (ii) a discount of approximately 19.90% to the average closing price per Share of approximately HK\$0.774 as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of this announcement; and (iii) a discount of approximately 21.22% to the average closing price per Share of approximately HK\$0.787 as quoted on the Stock Exchange for the last ten consecutive trading days prior to the date of this announcement.

Condition

The Subscription Agreement is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

Completion

Completion of the Subscription Agreement is expected to take place on or before 22 June 2007.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Group is principally engaged in property investment and trading.

The net proceeds arising from the Subscription in the amount of approximately HK\$68.1 million are intended to be used to invest in some other suitable investment opportunities to be identified by the Company. No specific investment project has been identified as at the date of this announcement.

After taking into consideration the expenses to be incurred in the Subscription, the net proceeds per Subscription Share is approximately HK\$0.619 per Share.

EFFECTS ON SHAREHOLDING

The effects of the Subscription on the shareholding of the Company are as follows:-

Name of shareholders	Upon completion of the Subscription			
	Existing No. of Shares	%	No. of Shares	%
Thing On Group Limited (Note i)	230,537,589	22.31	230,537,589	20.17
Juvy Ngo Ting (Note ii)	136,956,521	13.26	136,956,521	11.98
Shenzhen Investment Holding Corporation (Note iii)	79,971,298	7.74	79,971,298	7.00
The Subscriber	-	-	110,000,000	9.62
Public shareholders	585,656,651	56.69	585,656,651	51.23
	<u>1,033,122,059</u>	<u>100.00</u>	<u>1,143,122,059</u>	<u>100.00</u>

Notes:

- (i) The entire issued share capital of Thing On Group Limited is beneficially owned by Mr. Wong Chung Tak, Chairman of the Company.
- (ii) These Shares are held through Willfame Group Limited and Winner Come Holdings Limited, which are wholly and beneficially owned by Ms. Juvy Ngo Ting.
- (iii) The interests in these Shares includes 63,954,513 Shares held by Great Mind Holdings Group Limited, which Shenzhen Investment Holding Corporation has deemed interests in the said Shares.

FUND RAISING ACTIVITY BY THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any fund raising activity in the 12 months immediately preceding the date of this announcement.

The Board (including the independent non-executive Directors) considers that the terms of the Subscription Agreement, which are entered into after arm's length negotiation, are on normal commercial terms and that such terms are fair and reasonable and in the interest of the Shareholders and the Company as a whole.

GENERAL

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Subscription Shares.

DEFINITIONS

"associates"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"Company"	Shenzhen High-Tech Holdings Limited, a company incorporated in the Bermuda with limited liability, the shares of which are listed on the Stock Exchange
"Completion"	the completion of the Subscription
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Shares"	ordinary shares of HK\$0.20 each in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	Glory Faith Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
"Subscription"	the subscription of 110,000,000 new Shares pursuant to the terms of the Subscription Agreement
"Subscription Agreement"	the subscription agreement entered into between the Company and the Subscriber dated 7 June 2007 in relation to the Subscription
"Subscription Price"	HK\$0.62 per Subscription Share
"Subscription Shares"	110,000,000 new Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement
"%"	per cent

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

Hong Kong, 7 June 2007

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