



SHENZHEN HIGH-TECH HOLDINGS LIMITED

深圳科技控股有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 106)

DISCLOSEABLE TRANSACTION DISPOSAL OF 100% OF DIRECT INTEREST IN TREASURE LAND ENTERPRISES LIMITED

The Board is pleased to announce that the Company and the Purchaser have entered into the Agreement on 16 March 2007, pursuant to which the Company has agreed to sell and the Purchaser has agreed to purchase the Sale Share at the consideration of RMB40,051,092.48 (equivalent to HK\$40,051,092.48). Upon Completion, the Company will cease to have any interest in Treasure Land and Treasure Land will cease to be a subsidiary of the Company.

The Purchaser and its ultimate beneficial owners, which to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of and not connected with the Group and the directors, chief executive or substantial shareholders of the Group or their respective associates as defined under the Listing Rules.

Completion is subject to the fulfillment or waiver of the conditions set out in the section headed "Conditions Precedent" below.

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular containing further details of the Disposal and other information required by the Listing Rules will be dispatched to the shareholders of the Company as soon as practicable in accordance with the relevant requirements of the Listing Rules.

DISCLOSEABLE TRANSACTION

The Agreement

Date: 16 March 2007

Vendor: the Company

Purchaser: Agricultural Technology (Hongkong) Holdings Limited

Pursuant to the Agreement, the Company has agreed to sell, and the Purchaser has agreed to purchase the Sale Share subject to the terms and conditions thereof.

The Purchaser and its ultimate beneficial owners, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of and not connected with the Group and the directors, chief executive or substantial shareholders of the Group or their respective associates as defined under the Listing Rules.

The Sale Share represents the entire issued share capital of Treasure Land. The net profits (both before and after taxation and extraordinary items) attributable to the Sale Share for the two financial years immediately preceding the Agreement are as follows:-

	For the year ended	
	2006	2005
	Unaudited	Audited
	HK\$	HK\$
Net profits before tax and extraordinary items	9,343,943	7,086,272
Net profit after tax and extraordinary items	9,343,943	7,086,272

The estimated book value as at 31 December 2006 of the Sale Share is approximately HK\$20,761,279. Upon Completion, the estimated unaudited gain arising from the Disposal is approximately HK\$50,000, which is arrived at by deducting the aggregate of the estimated book value of the Sale Share and the amount of HK\$19,238,721 (which will be waived by the Company on Completion) due to the Company as at 31 December 2006 from the Consideration, based upon the unaudited financial information as at 31 December 2006.

Consideration

The Consideration for the Disposal is RMB40,051,092.48 (equivalent to HK\$40,051,092.48), which was arrived at after arm's length negotiations between the Company and the Purchaser with reference to the performance and results of Yunnan Green Land.

The Consideration will be settled in cash in the following manner:-

- on the date of signing of the Agreement the Purchaser or its paying agent shall remit 50% of the Consideration into a bank account opened by the Company (or the Company's receiving agent) and the Purchaser (or the Purchaser's paying agent) at a bank designated in writing by the Company and the Purchaser (the "Escrow Account"). The monies deposited in the Escrow Account will be the security deposit securing the performance of all obligations of the Purchaser under the Agreement. The Company and the Purchaser irrevocably agree that, the Company (or the Company shall instruct its receiving agent) and the Purchaser (or the Purchaser shall instruct its paying agent) shall jointly sign a written instruction at Completion and unconditionally transfer the above security deposit (together with the relevant interest) to a bank account as designated by the Company; and
- the remaining 50% of the Consideration, shall be paid by the Purchaser upon Completion to a bank account designated by the Company in writing.

Conditions Precedent

Completion is conditional upon the fulfillment or waiver of the following conditions:

- the Certificate of Incumbency of Treasure Land dated within 14 days prior to the date of signing of the Agreement being submitted by the Company to the Purchaser; and
- the Company to obtain all necessary consents, authorizations, permits and approvals in relation to the sale of the Sale Share (if any).

If the above conditions are not fulfilled or waived by the Purchaser on or before 15 April 2007 or such later date as the parties may agree, without prejudice to the liabilities owed by a party to the other party in respect of its breach of the provisions of the Agreement, the Agreement shall be null and void.

Completion

Completion will fall on the third business day (excluding Saturday) after the fulfillment of all the conditions precedent of the Agreement or such other date as the parties may agree. Upon Completion, the Company will cease to have any interest in Treasure Land and Treasure Land will cease to be a subsidiary of the Company.

Reasons for the Disposal

Taking into account the long duration of the Group's holding of the investment in Yunnan Green Land and the availability of a genuine buyer, the Company regards this is the right time to dispose of Treasure Land and to seek some other investment opportunities.

The Directors consider that the terms of the Disposal and the Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

Information of the Group

The Group is principally engaged in property investment and trading.

Information on Treasure Land

Treasure Land is an investment holding company and its only asset is the holding of 11,187,456 shares (representing 17.78% of the total issued shares) in Yunnan Green Land.

The net asset values of Treasure Land as at 31 December 2006 (unaudited) and 31 December 2005 (audited) were HK\$20,761,279 and HK\$15,861,242 respectively.

Information on the Purchaser

The Purchaser is a company incorporated in Hong Kong with limited liability and its principal activity is investment holding.

Use of Proceeds

It is intended that the proceeds from the Disposal will 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.

Listing Rules Implication

The Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular containing further details of the Disposal and other information required by the Listing Rules will be dispatched to the shareholders of the Company as soon as practicable in accordance with the relevant requirements of the Listing Rules.

DEFINITIONS

"Agreement"	the conditional agreement for sale and purchase dated 16 March 2007 and entered into between the Company as vendor and the Purchaser as purchaser in relation to the Disposal
"Board"	the board of Directors
"Company"	Shenzhen High-Tech Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
"Completion"	the completion of the Agreement
"Consideration"	the consideration for the Disposal pursuant to the Agreement, being RMB40,051,092.48
"Directors"	the directors of the Company
"Disposal"	the Disposal of the Sale Share from the Company to the Purchaser
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"Purchaser"	Agricultural Technology (Hongkong) Holdings Limited, a company incorporated in Hong Kong with limited liability
"RMB"	Renminbi, the lawful currency of the PRC
"Sale Share"	one ordinary share of US\$1 each in the issued capital of Treasure Land, representing the entire issued share capital of Treasure Land
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Treasure Land"	Treasure Land Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability
"Yunnan Green Land"	Yunnan Green-Land Biological and Science Company Limited, a joint stock company incorporated in the PRC and mainly engaged in the business of research, development, growing, cultivation and sales of horticultural plants
"%"	per cent

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

Hong Kong, 19 March 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 Ngo, Derrick, and three independent non-executive Directors, namely Mr. Lee Kuo Ching, Stewart, Mr. Liu Sing Piu, Chris, and Miss Chong Kally.