



# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "Meeting") 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 Friday, 26 May 2006 at 3:00 p.m. for the following purposes:-

- To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2005.
- To re-elect the retiring directors and to authorise the board of directors of the Company (the "Board") to fix the directors' remuneration.
- To re-appoint auditors for the ensuing year and to authorise the Board to fix their remuneration.
- As special business, to consider and, if thought fit, pass the following resolutions as ordinary or special resolutions (with or without modifications) (as the case may be):

#### ORDINARY RESOLUTIONS

##### 4A. "THAT

(i) subject to sub-paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined in sub-paragraph (iv) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(ii) the approval in sub-paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in sub-paragraph (i) above, otherwise than pursuant to: (a) a Rights Issue (as defined in sub-paragraph (iv) below); (b) an issue of shares upon the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted for employees or directors and/or officers of the Company and/or any of its subsidiaries; (c) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares; or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on share in accordance with the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

"Relevant Period" means the period from the time of passing of this resolution until whichever is the earliest of:

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
- the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company outside Hong Kong."

##### 4B. "THAT

(i) subject to sub-paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as defined in sub-paragraph (iii) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") subject to and in accordance with all applicable laws and the requirements of the Rules Governing The Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (i) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

"Relevant Period" means the period from the time of passing of this resolution until whichever is the earliest of:

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."

4C. "THAT conditional upon the passing of ordinary resolutions numbered 4A and 4B above, the aggregate nominal amount of the shares which shall have been repurchased by the Company pursuant to and in accordance with the authority granted to the directors of the Company as mentioned in resolution 4B above shall be added to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with resolution 4A above, provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution."

5. "THAT subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the shares in the share capital of the Company (representing 10% of the shares of the Company in issue as at the date of passing this resolution) which may be issued pursuant to the exercise of options granted under the Refreshed Mandate Limit (as defined below), the refreshment of the scheme limit in respect of the grant of share options under the share option scheme of the Company adopted by its shareholders on 30 May 2002 up to a new 10% limit (the "Refreshed Mandate Limited") be approved provided that:

- the total number of shares which may be issued upon exercise of options to be granted under such scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, (must not exceed 10% of the number of shares of the Company in issue as at the date of passing this resolution; and
- options granted prior to the date of passing this resolution under such scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with such scheme or such other scheme (s) of the Company) shall not be counted for the purpose of calculating the Refreshed Mandate Limited;

and THAT any director of the Company be and is hereby authorised to grant options under the Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose."

#### SPECIAL RESOLUTION

6. "THAT the Bye-laws of the Company ("Bye-laws") be and they are hereby amended in the following manner:

(a) Bye-law 66 be amended by:

- inserting the words "voting by way of a poll is required by the rules of the Designated Stock Exchange or" immediately after the words "A resolution put to the vote of a meeting shall be decided on a show of hands unless" in the first paragraph of the existing Bye-law 66;
- deleting the full stop at the end of Bye-law 66(d) and replacing it with a semi-colon and inserting the word "or" after the semi-colon; and
- inserting "(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares, representing five per cent. (5%) or more of the total voting rights at such meeting," after Bye-law 66(d).

(b) Bye-law 68 be amended by:

deleting the sentence "There shall be no requirement for the chairman to disclose the voting figures on a poll." in the existing Bye-law 68 and substituting thereof with a new sentence "The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."

(c) Bye-law 84(2) be amended by:

inserting the words " , if more than one person is so authorised," immediately after the words "Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such person as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that" in the existing Bye-law 84(2).

(d) Bye-law 86(1) be amended by:

deleting the last sentence of "Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a meeting." in the existing Bye-law 86(1) and substituting thereof with a new sentence "Subject to the Bye-laws and the Statutes, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director to either fill a casual vacancy or as an addition to the Board."

(e) Bye-law 86(2) be amended by:

deleting the word "annual" in the last sentence of the existing Bye-law 86(2).

(f) Bye-law 87(1) be amended by:

deleting existing Bye-law 87(1) in its entirety and substituting thereof with the following:

"87(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided by every Director, whether or not appointed for a specific term, shall be subject to retirement by rotation at least once every three years."

(g) Bye-law 87(2) be amended by:

deleting the first sentence "A retiring Director shall be eligible for re-election." in the existing Bye-law 87(2) and substituting thereof with a new sentence "A retiring Director shall be eligible for re-election and shall constitute to act as a Director throughout the meeting at which he retires."

(h) Bye-law 115 be amended by:

deleting the last two sentences of "The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director. Any Director may waive notice of any meeting either prospectively or retrospectively." in the existing Bye-law 115 and substituting thereof with the sentence "The Secretary may convene a regular meeting of the Board by at least 14 days' notice and any other meeting of the Board by reasonable notice and such notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever shall be required to do so by the president or chairman, as the case may be, or any Director."

By order of the Board  
**Shenzhen High-Tech Holdings Limited**  
**Chan King Chung**  
Company Secretary

Hong Kong, 25 April 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:

- A member of the Company entitled to attend and vote at the Meeting 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.
- 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.
- In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, 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 Meeting.
- With respect to resolution no. 2 of this Notice, Mr. Deng Wenyun, Mr. Tse Kam Fai and Miss Chong Kally shall retire from the office of directorship in accordance with Bye-law 87 of the Bye-laws of the Company and have offered themselves for re-election at the Meeting.
- The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.
- 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.