



SHENZHEN HIGH-TECH HOLDINGS LIMITED

深圳科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 106)

Proxy form for use at the Annual General Meeting to be held on 25 April 2012

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.20 each (the "Shares") in the capital of SHENZHEN HIGH-TECH HOLDINGS LIMITED (the "Company") hereby appoint the Chairman of the meeting or ^(Note 3) _____

of _____

to act as my/our proxy at the Annual General Meeting of the Company to be held at Room 402, 4/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 25 April 2012 at 10:00 a.m. (and at any adjournment thereof), and to vote on my/our behalf on the undermentioned resolutions as indicated below ^(Note 4).

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the Audited Financial Statements, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 31 December 2011.		
2.	To declare a final dividend and a special dividend for the year ended 31 December 2011.		
3.	(i) To re-elect Mr. Wong Chung Tak as a Director.		
	(ii) To re-elect Mr. Chung Koon Yan as a Director.		
	(iii) To re-elect Mr. Lee Kuo Ching, Stewart as a Director.		
	(iv) To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Auditor of the Company and to authorise the Board of Directors to fix their remuneration.		
5.	To pass ordinary resolution no. 5 of the notice of Annual General Meeting (to grant a general mandate to the Board of Directors to allot and issue Shares).		
6.	To pass ordinary resolution no. 6 of the notice of Annual General Meeting (to grant a general mandate to the Board of Directors to repurchase Shares of the Company).		
7.	To pass ordinary resolution no. 7 of the notice of Annual General Meeting (to add the nominal amount of the Shares repurchased pursuant to resolution no. 6 to the nominal amount of share capital to be allotted and issued pursuant to resolution no. 5).		
8.	To consider and approve the adoption of the New Share Option Scheme and termination of the Existing Share Option Scheme.		

Dated this _____ day of _____ 2012. Signature(s) ^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- (3) If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the meeting or" and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- (5) This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation this proxy form must be under its common seal or under the hand of an officer or attorney so authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holdings.
- (7) To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrars of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- (8) A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- (9) Any alterations made to this proxy form must be initialled.
- (10) Completion and return of this proxy form will not preclude you from attending and voting at the meeting if you so wish.