

31 July 2009

The Directors
Shenzhen High-Tech Holdings Limited
2406, 24th Floor
World-Wide House
19 Des Voeux Road Central
Hong Kong

Dear Sirs

Shenzhen High-Tech Holdings Limited

We report on the unaudited pro forma statement of assets and liabilities of Shenzhen High-Tech Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") and Yue Tin Development Limited ("Yue Tin"), (the Group together with Yue Tin hereinafter referred to as the "Enlarged Group") (the "Unaudited Pro Forma Statement of Assets and Liabilities"), which has been prepared by the directors of the Company, solely for illustrative purposes only, to provide information about how the acquisition by the Company of the entire issued share capital of Yue Tin (the "Acquisition") might have affected the financial information presented, for inclusion in Appendix III of the Company's circular dated 31 July 2009 (the "Circular"). The basis of preparation of the Unaudited Pro Forma Statement of Assets and Liabilities is set out in the section headed "Unaudited Pro Forma Financial Information of the Enlarged Group" in Appendix III to the Circular.

Respective Responsibilities of Directors of the Company and Reporting Accountants

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Statement of Assets and Liabilities in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements (HKSIR) 300 "Accountants' Reports on Pro Forma Financial Information in Investment Circulars" issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we did not express any such assurance on the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group.

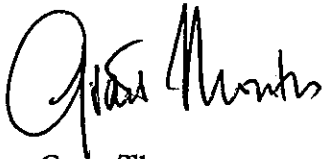
The Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and because of its hypothetical nature, does not give any assurance or indication that any event will take place in the future and may not be indicative of the financial position of the Enlarged Group as at 31 December 2008 or any future date.

Opinion

In our opinion:

- a. the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group has been properly compiled by the directors of the Company on the basis stated;
- b. such basis is consistent with the accounting policies of the Group; and
- c. the adjustments are appropriate for the purposes of the Unaudited Pro Forma Statement of Assets and Liabilities of the Enlarged Group as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully



Grant Thornton
Certified Public Accountants
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong