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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shenzhen High-Tech Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the transferee.

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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)**

**RESIGNATION OF AUDITORS AND  
PROPOSED APPOINTMENT OF NEW AUDITORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of Shenzhen High-Tech Holdings Limited (the “Company”) to be held at 20/F., One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Tuesday, 28 December 2010 at 10:00 a.m. is set out on page 4 of this circular. Whether or not you intend to attend and vote at the special general meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding of the special general meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the special general meeting or any adjourned meeting(s) should you so wish.

10 December 2010

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Appointment of Auditor”	the proposed appointment of BDO Limited as auditors of the Company to fill the causal vacancy arising from the resignation of GTHK upon the approval by the Shareholders by an ordinary resolution at the SGM and to hold office until the conclusion of the next annual general meeting
“Audit Committee”	the audit committee of the Company
“BDO”	BDO Limited
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company
“Company”	Shenzhen High-Tech Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“GTHK”	Grant Thornton
“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
“SGM”	the special general meeting of the Company to be convened and held at 20/F., One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Tuesday, 28 December 2010 at 10:00 a.m.
“Shareholder(s)”	holder(s) of Shares
“Shares”	ordinary shares of HK\$0.2 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

WONG Chung Tak (*Chairman*)  
TSE Kam Fai

*Non-executive Directors:*

LIU Sing Piu, Chris  
WONG Ngo, Derick

*Independent Non-executive Directors:*

CHUNG Koon Yan  
LEE Kuo Ching, Stewart  
CHONG Kally

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

*Head Office and Principal Place  
of Business in Hong Kong:*

2406, 24th Floor  
World-Wide House  
19 Des Voeux Road Central  
Hong Kong

10 December 2010

To the Shareholders

Dear Sir or Madam,

### **RESIGNATION OF AUDITORS AND PROPOSED APPOINTMENT OF NEW AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

On 30 November 2010, the Board announced the proposal for the change of Auditors.

The purposes of this circular are (i) to provide the Shareholders with further information on the proposal for the Appointment of Auditor; and (ii) to give you the notice of the SGM to be convened for the purpose of considering and, if thought fit, approving the ordinary resolution for the Appointment of Auditor.

#### **PROPOSED APPOINTMENT OF AUDITORS**

The Company has received a letter from GTHK dated 30 November 2010 informing that GTHK had merged their practice with that of BDO. Accordingly, GTHK resigned as auditors of the Company and

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## LETTER FROM THE BOARD

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its subsidiaries with effect from 30 November 2010. GTHK confirmed that there were no circumstances connected with its resignation which it considered should be brought to the attention of the shareholders or creditors of the Company and its subsidiaries. The Board proposes to appoint BDO as auditors of the Group to fill the vacancy arising from the resignation of GTHK and to hold office until the conclusion of the next annual general meeting of the Company, subject to the appointment being approved by the Shareholders at the SGM to be convened pursuant to the Bye-Laws.

Both the Board and the Audit Committee of the Company confirmed that there was no disagreement between the Company and GTHK, there were no circumstances connected with GTHK's resignation which the Board and the Audit Committee of the Company considered should be brought to the attention of the shareholders or creditors of the Company and its subsidiaries.

### **SPECIAL GENERAL MEETING**

Set out on page 4 of this circular is a notice convening the SGM to consider and, if appropriate, to approve the ordinary resolution relating to the proposed Appointment of Auditor.

A form of proxy for the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon, as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the revised form of proxy will not preclude you from attending and voting at the meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the ordinary resolution set out in the notice of the SGM will be voted by poll.

### **RECOMMENDATION**

The Directors consider that the proposed Appointment of Auditor is in the interests of the Group and the Shareholders as a whole and so they recommend all Shareholders should vote in favour of the ordinary resolution for approving the proposed Appointment of Auditor.

Yours faithfully,  
By Order of the Board  
**Shenzhen High-Tech Holdings Limited**  
**Wong Chung Tak**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Shenzhen High-Tech Holdings Limited (the “Company”) will be held at 20/F., One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Tuesday, 28 December 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following as an ordinary resolution:

1. “**THAT** BDO Limited be and is hereby appointed as auditors of the Company to fill the casual vacancy arising from the resignation of Grant Thornton and to hold office until the conclusion of the next annual general meeting and that the board of directors of the Company be authorised to fix their remuneration.”

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

Hong Kong, 10 December 2010

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his stead in accordance with the Bye-Laws of the Company. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form of proxy for use at the above meeting is enclosed.
3. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
4. As at the date of this notice, the directors of the Company are Mr. Wong Chung Tak and Mr. Tse Kam Fai, being executive directors of the Company, Mr. Liu Sing Piu, Chris and Mr. Wong Ngo, Derick, being non-executive directors of the Company, and Mr. Chung Koon Yan, Mr. Lee Kuo Ching, Stewart and Miss Chong Kally, being independent non-executive directors of the Company.