
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 proxy form 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)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,
REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS
UNDER SHARE OPTION SCHEME AND
PROPOSED AMENDMENTS TO THE BYE-LAWS**

A notice convening the annual general meeting of Shenzhen High-Tech Holdings Limited (the "Company") to 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. is set out in this circular sent together with 2005 Annual Report. Whether or not you intend to attend and vote at the annual 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, Standard Registrars Limited, at Level 25, Three Pacific Place, 1 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the annual 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 annual general meeting or any adjourned meeting(s) should you so wish.

25 April 2006

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 26 May 2006 (Friday) at 3:00 p.m. at Units 1904-1906, 19th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong;
“associate”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“Company”	Shenzhen High-Tech Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the securities of which are listed on the Main Board of the Stock Exchange;
“connected person”	has the same meaning ascribed to its under the Listing Rules;
“controlling shareholder(s)”	has the same meaning ascribed to its under the Listing Rules;
“Corporate Governance Code”	the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate granted to the Directors to exercise the powers of the Company to issue Shares during the relevant period up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM;

DEFINITIONS

“Latest Practicable Date”	20 April 2006, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the Repurchase Mandate at the AGM, a general and unconditional mandate granted to the Directors to exercise the powers of the Company to repurchase the fully paid Shares up to 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof;
“Scheme Mandate Limit”	the maximum number of Shares, which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) (if any) of the Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholders”	the holders of the Share(s);
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company on 30 May 2002;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Repurchases;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



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*)
DENG Wenyun (*Standing Vice President*)
TSE Kam Fai

Non-executive Directors:

CHEN Chao
WONG Ngo, Derick

Independent Non-executive Directors:

LEE Kuo Ching, Stewart
LIU Sing Piu, Chris
CHONG Kally

Registered Office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

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

Units 1904-1906
19th Floor, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

25 April 2006

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,
REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS
UNDER SHARE OPTION SCHEME AND
PROPOSED AMENDMENTS TO THE BYE-LAWS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the forthcoming AGM relating to, amongst other things :

- (i) the re-election of the retiring Directors of the Company;

LETTER FROM THE BOARD

- (ii) granting to the Directors the Issue Mandate;
- (iii) granting to the Directors the Repurchase Mandate;
- (iv) extending the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased under the Repurchase Mandate;
- (v) refreshment of the 10% limit on grant of options under the Share Option Scheme; and
- (vi) amendments to the Bye-laws.

RE-ELECTION OF DIRECTORS

Pursuant to existing Bye-law 87 of the Bye-laws of the Company, Mr. Deng Wenyun, Mr. Tse Kam Fai and Miss Chong Kally shall retire at the AGM. All the retiring Directors are eligible for re-election and have offered themselves for re-election.

A brief biographical details of the retiring Directors proposed to be re-elected are set out in Appendix I of this circular. If a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the person to be proposed of his willingness to be elected (the "Notices") must be signed and validly lodged at the principal place of business of the Company at Units 1904-1906, Harbour Centre, 25 Harbour Raod, Wanchai, Hong Kong on or before 19 May 2006. If valid Notices are received after the printing of this circular, the Company will issue an announcement or a supplementary circular to inform the Shareholders of the details of the additional candidate(s) proposed.

GENERAL MANDATE TO REPURCHASE SHARES

It is proposed that at the AGM, an ordinary resolution will be proposed granting the Directors a general mandate to repurchase Shares not exceeding 10% of the issued share capital of the Company on the date of resolution since the existing repurchase mandate granted to the Directors at the annual general meeting of the Company held on 25 April 2005 will expire at the conclusion of the AGM. The Appendix II to this circular contains the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules and contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares.

LETTER FROM THE BOARD

The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the number of Shares held by the public would not fall below 25%. The Directors will not make any share repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% of the total issued share capital of the Company would be in the public hands.

GENERAL MANDATE TO ISSUE SHARES

It will also be proposed at the AGM two ordinary resolutions for (i) granting an unconditional mandate to the Directors to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing the resolution at the AGM and (ii) adding to the Issue Mandate so granted any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the Repurchase Mandate up to 10% of the issued share capital of the Company as at the time of granting the Repurchase Mandate at the AGM. As at the Latest Practicable Date, no Share has been issued pursuant to the existing general mandate to issue Shares granted to the Directors on 25 April 2005.

REFRESHMENT OF THE 10% LIMIT TO GRANT OPTIONS UNDER THE SHARE OPTION SCHEME

The Share Option Scheme of the Company was adopted by the Shareholders on 30 May 2002. Pursuant to the Share Option Scheme and the Listing Rules:

- (i) the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding options lapsed in accordance with the Share Option Scheme and any other schemes of the Company) must not in aggregate exceed 10% of the Shares in issue on the date of the Shareholders passing the resolution to approve the adoption of the Share Option Scheme;
- (ii) the Company may seek approval by the Shareholders in general meeting for refreshment of the Scheme Mandate Limit; and
- (iii) the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time. No options may be granted under any schemes of the Company if this will result in the limit being exceeded.

LETTER FROM THE BOARD

As at the date of approval of the Share Option Scheme, there were 6,376,617,628 Shares in issue. As at the Latest Practicable Date, a total of 90,000,000 options were issued under the Share Option Scheme, of which 50,000,000 options were exercised at the exercise price of HK\$0.0754 per Share, 20,000,000 options were lapsed and 20,000,000 options were outstanding. In addition, 494,559,900 options, of which 108,436,800 options were lapsed and 265,963,100 options were outstanding, were issued under other old share option scheme and the Shareholders' approvals. The Company may further grant 181,538,662 options to subscribe for 181,538,662 Shares according to the Scheme Mandate Limit under the Share Option Scheme.

In order that further options may be granted to eligible participants as and when required, the Shareholders' approval is sought for the refreshment of the Scheme Mandate Limit under the Share Option Scheme. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in motivating the staff by granting options. As at the Latest Practicable Date, there were in issue 14,353,310,755 Shares. Assuming no further issue or repurchase of Shares at any time up to the AGM, 1,435,331,075 options may be granted by the Company should the resolution for the refreshment of the Scheme Mandate Limit under the Share Option Scheme be passed by the Shareholders at the AGM.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time must not exceed 30% of the Shares as the case may be in issue from time to time.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any options granted under the refreshed limit of the Share Option Scheme.

AMENDMENTS TO THE BYE-LAWS

In order to comply with the Corporate Governance Code which came into effect on 1 January 2005, a special resolution will be proposed to amend the existing Bye-laws.

A full text of the proposed amendments to the existing Bye-laws is set out in resolution numbered 6 in the notice convening the AGM set out on pages 15 to 22 of this circular and to be sent with 2005 Annual Report.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM will be held at Units 1904-1906, 19th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on 26 May 2006 at 3:00 p.m. The notice of the AGM is set out on pages 15 to 22 of this circular to be sent with 2005 Annual Report.

ACTION TO BE TAKEN

A form of proxy for the AGM is enclosed. Whether or not you intend to attend and vote at the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the office of the branch share registrars of the Company, Standard Registrars Limited, at Level 25, Three Pacific Place, 1 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM 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 AGM or any adjourned meeting(s) should you so wish.

RIGHT TO DEMAND A POLL

Pursuant to existing Bye-law 66 of the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded (i) by the chairman of the meeting; or (ii) by at least three members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or (iii) by a member or members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting, or (iv) by a member or members present in person (or in the case of a Member being a corporation by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

RECOMMENDATION

The Directors believe that the re-election of the Directors, the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the refreshment of the 10% limit to grant options under the Share Option Scheme and the amendments to the Bye-laws are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend you to vote in favour of the above resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out below:

Mr. Deng Wenyun, aged 47, was appointed executive Director and standing vice-president of the Company in September 2003. He is an economist and a post-graduate with major in economic management (currently an on-the-job postgraduate student of the EMBA program of Peking University), was previously appointed as vice president and general manager of a sino-foreign joint-venture property development company and developed and constructed demonstration district in China. During the period of acting as chairman of an industrial company in Shenzhen, Mr. Deng explored various IT products. Mr. Deng has long-term experience in senior corporate management and has vast practical experience in corporate development strategy, corporate management, hi-tech operation and project development and capital management. Also, Mr. Deng has vast theoretical knowledge and experience in modern corporate management and his papers in economics were published on relevant magazines several times. Mr. Deng can skillfully put theory into practice.

Other than being a director of Cathay Holdings Limited and 盛隆房地產經紀(北京)有限公司, Mr. Deng does not hold any position in any subsidiaries of the Company. As at the Latest Practicable Date, Mr. Deng does not have any interest or deemed interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Deng does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. There is no service contract between the Company and Mr. Deng, and the term of service is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws of the Company. The emolument of Mr Deng is recommended by the Remuneration Committee and approved by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Mr. Tse Kam Fai, aged 42, was appointed executive Director of the Company in October 2003. He is also the executive director of a local professional firm providing regulatory compliance, corporate governance and corporate secretarial services to listed and unlisted corporations. Mr. Tse is a member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. He is also a member of The Hong Kong Securities Institute. Mr. Tse has more than 10 years solid experience in regulatory compliance, corporate governance and corporate secretarial matters of listed and unlisted companies. He is the company secretary of four Hong Kong listed companies.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED

Mr. Tse does not hold any position in any subsidiaries of the Company. As at the Latest Practicable Date, Mr. Tse does not have any interest or deemed interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tse does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. There is no service contract between the Company and Mr. Tse, and the term of service is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws of the Company. The emolument of Mr Tse is recommended by the Remuneration Committee and approved by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Miss Chong Kally, aged 31, was appointed as independent non-executive Director for the Company in November 2003. She, a Chartered Financial Analyst, is a member of Association for Investment Management and Research. She graduated from the University of Auckland with a Master in Engineering Management. She majored in Electronic and Electrical Engineering in her undergraduate. Miss Chong also pursued a Master in Business Administration in the Chinese University of Hong Kong while working in Hong Kong. She has been working in the banking and finance sectors over 9 years.

Miss Chong does not hold any position in any subsidiaries of the Company. As at the Latest Practicable Date, Miss Chong does not have any interest or deemed interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Miss Chong does not have any relationship with any other Director, senior management, substantial shareholders or controlling shareholders of the Company. There is no service contract between the Company and Miss Chong, and the term of service is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws of the Company. The emolument of Miss Chong is recommended by the Remuneration Committee and approved by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there is no other information to be discloseable pursuant to the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there is no other matter relating to the re-election of Mr. Deng, Mr. Tse and Miss Chong that needs to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

PROVISION OF THE LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their equity securities subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders' approval

All proposed repurchases of securities by a company with its primary listing on the Stock Exchange must be approved by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

(iii) Repurchase restrictions

The aggregate number of shares which a company is authorised to repurchase on the Stock Exchange shall not exceed 10% of the issued share capital of the company as at the date of the resolution granting the repurchase mandate to the directors.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 14,353,310,755 Shares.

On the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the proposed Repurchase Mandate to repurchase a maximum of 1,435,331,075 issued and fully-paid Shares (representing 10% of the issued share capital of the Company as at the Latest Practicable Date) during the period ending on 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, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REASONS FOR REPURCHASE

While it is not possible to anticipate in advance any specific circumstance in which the Directors might think it is appropriate to repurchase Shares, the Directors believe that the Repurchase Mandate would give the Company additional flexibility that would be beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net assets value and/or earnings per Share. The Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and Bye-laws and the laws of Bermuda and will be funded by the capital paid up on the relevant Shares, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for such purpose.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders. There might be a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2005 in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, no repurchases of Share under the Repurchase Mandate will be effected by the Directors if there would be a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the aforesaid audited financial statements.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda, the jurisdiction in which the Company incorporated, and in accordance with the regulations set out in the memorandum of associations and Bye-laws of the Company.

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates, have any present intention to sell any of the Shares held by him to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, the Shareholders' proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could, depending on the level of increase in the Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the Company has no controlling shareholder (as defined in the Listing Rules). The single largest shareholder of the Company is Thing On Group Limited, a company wholly owned by Mr. Wong Chung Tak, the Chairman and executive Director of the Company. Thing On Group Limited held 2,418,111,792 Shares, representing approximately 16.85% of the issued share capital of the Company as at the Latest Practicable Date. On the basis of the shareholdings held by the single largest shareholder of the Company named above, an exercise of the Repurchase Mandate in full will not have any implications under the Takeovers Code. Based on the above, the Directors are not aware of any consequences that would arise under the Takeovers Code as a result of any repurchases of Shares pursuant to the Repurchase Mandate.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

PRICES FOR SHARES

The highest and lowest prices for the Shares traded on the Stock Exchange during each of the previous twelve months are as follows:

	Per Share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2005		
April	0.039	0.034
May	0.035	0.026
June	0.031	0.026
July	0.029	0.023
August	0.038	0.020
September	0.031	0.024
October	0.026	0.019
November	0.022	0.020
December	0.025	0.019
2006		
January	0.033	0.021
February	0.035	0.026
March	0.039	0.026
For the month ended 20 April 2006	0.043	0.034

REPURCHASE OF SECURITIES

No repurchase of securities has been made by the Company during the six months preceding the date of this circular (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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 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:–

1. 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.
2. To re-elect the retiring directors and to authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.
3. To re-appoint auditors for the ensuing year and to authorise the Board to fix their remuneration.
4. 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;

NOTICE OF ANNUAL GENERAL MEETING

(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:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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
- (c) 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.”

NOTICE OF ANNUAL GENERAL MEETING

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:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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
- (c) 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.”

NOTICE OF ANNUAL GENERAL MEETING

- 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:
- (a) 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
 - (b) 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.”

NOTICE OF ANNUAL GENERAL MEETING

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:

- (i) 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;
- (ii) 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
- (iii) 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).

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

NOTICE OF ANNUAL GENERAL MEETING

(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 therefor 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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. 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.