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INTCERA

Intcera High Tech Group Limited
大陶精密科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8041)

Website: <http://www.intcera.com.hk>

**RESIGNATION OF DIRECTORS AND
APPOINTMENT OF CHAIRMAN OF THE AUDIT COMMITTEE**

The Board announces that on 7 May 2008, (i) Ms. Li Fang resigned as executive director of the Company; (ii) Mr. Lin Nan resigned as non-executive director of the Company; and (iii) each of Mr. Williamson Lam, Ms. Mak Wai Fong and Mr. Liu Zheng Hao resigned as independent non-executive directors of the Company. The Board further announces that on 7 May 2008, Mr. Tam Wing Kin, an independent non-executive director of the Company, was appointed as the chairman of the audit committee of the Company.

The board of directors (the “Board”) of Intcera High Tech Group Limited (the “Company”) announces that on 7 May 2008, Ms. Li Fang (“Ms. Li”) and Mr. Lin Nan (“Mr. Lin”) resigned as executive director and non-executive of the Company respectively for personal reasons. Each of Ms. Li Fang and Mr. Lin has confirmed that they have no disagreement in all respects with the Company and there is no matter relating to their respective resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its appreciation to Ms. Li and Mr. Lin for their valuation contributions to the Company.

* For identification purpose only

The Board further announces that on 7 May 2008, Mr. Williamson Lam (“Mr. Lam”), Ms. Mak Wai Fong (“Ms. Mak”) and Mr. Liu Zheng Hao (“Mr. Liu”) resigned as independent non-executive directors of the Company, who are also members of the audit committee and remuneration committee of the Company for personal reasons. Each of Mr. Lam, Ms. Mak and Mr. Liu has confirmed that they have no disagreement in all respects with the Company and there is no matter relating to their respective resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its appreciation to Mr. Lam, Ms. Mak and Mr. Liu for their valuation contributions to the Company.

The Board further announces that on 7 May 2008, Mr. Tam Wing Kin, an independent non-executive director of the Company, was appointed as the chairman of the audit committee of the Company.

By Order of the Board
Intcera Tech Group Limited
Cheng Qing Bo
Executive Director

Hong Kong, 7 May 2008

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Cheng Qing Bo (Chairman), Mr. Tung Tai Yung and Mr. Lau Chi Yuen, Joseph, and three independent non-executive Directors, namely Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication.