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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>*

## **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee, comprising the independent non-executive Directors, namely Dr. Lee Chung Mong, John, Mr. Fung Chan Man, Alex and Mr. Tam Wing Kin, has been formed to advise the Disinterested Shareholders on the terms of the CB Redemption. GF Capital (Hong Kong) Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Disinterested Shareholders in these regards. The appointment of the independent financial adviser has been approved by the Independent Board Committee.

Reference is made to the announcement of the Company dated 6 May 2008 in relation to the CB Redemption.

Pursuant to the Share Repurchases Code, an independent board committee has to be established to advise and give recommendation to the Disinterested Shareholders regarding the CB Redemption. An independent financial adviser should also be appointed to advise the Disinterested Shareholders on the CB Redemption. The Company has made application to seek the approval from the SFC pursuant to Rule 2 of the Share Repurchases Code and the Stock Exchange in respect of the CB Redemption.

In this regard, the Independent Board Committee, comprising the independent non-executive Directors, namely Dr. Lee Chung Mong, John, Mr. Fung Chan Man, Alex and Mr. Tam Wing Kin, has been formed to consider the terms of the CB Redemption. GF Capital (Hong Kong) Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Disinterested Shareholders in these regards. The appointment of the independent financial adviser has been approved by the Independent Board Committee.

\* *for identification purpose only*

A circular containing, among other information, (i) further details of the CB Redemption; (ii) financial and other information on the Group; (iii) the letter of the Independent Board Committee setting out its advice on the CB Redemption and its recommendation to the Disinterested Shareholders; (iv) the letter of the independent financial advisor to the Independent Board Committee setting out its advice on the CB Redemption; and (v) the notice convening the EGM will be dispatched to the Shareholders as soon as practicable and in compliance with the GEM Listing Rules and the Share Repurchases Code.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Bondholders”	collectively (i) Mr. Li; (ii) Mr. Wang; (iii) Mr. Xiao; and (iv) Mr. Zhao
“CB Redemption”	the early redemption by the Company of the Convertible Bonds in accordance with the terms and conditions of the CB Redemption Agreements
“CB Redemption Agreements”	collectively the (i) Mr. Li Redemption Agreement; (ii) Mr. Xiao Redemption Agreement; (iii) Mr. Wang Redemption Agreement; and (iv) Mr. Zhao Redemption Agreement
“Company”	Intcera High Tech Group Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on GEM
“Convertible Bonds”	the 2% convertible bonds issued by the Company on 31 October 2002 with aggregate principal amount of HK\$27,400,000 carrying rights to convert in whole or in part the principal amount into Shares at the initial conversion price of HK\$0.17 per Share (subject to adjustments) from 1 November 2002 to the maturity date of 31 October 2003 which was subsequently extended to 31 December 2009 and the expression “Convertible Bond” shall be construed correspondingly
“Director(s)”	the director(s) of the Company
“Disinterested Shareholders”	Shareholders other than (i) the Bondholders, their respective associates and parties acting in concert with them and (ii) Shareholders who have any interest in the CB Redemption which is different from the interests of all other Shareholders

“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board comprising the independent non-executive Directors, namely Dr. Lee Chung Mong, John, Mr. Fung Chan Man, Alex and Mr. Tam Wing Kin, has been formed to advise the Disinterested Shareholders on the terms of the CB Redemption
“Mr. Li”	Mr. Li Jian Ling, a PRC resident
“Mr. Li Redemption Agreement”	the conditional agreement entered into on 30 April 2008 between the Company and Mr. Li in relation to the CB Redemption of HK\$5,100,000 Convertible Bond held by Mr. Li, supplemental to such Convertible Bond
“Mr. Wang”	Mr. Wang Yong, a PRC resident
“Mr. Wang Redemption Agreement”	the conditional agreement entered into on 30 April 2008 between the Company and Mr. Wang in relation to the CB Redemption of HK\$7,800,000 Convertible Bond held by Mr. Wang, supplemental to such Convertible Bond
“Mr. Xiao”	Mr. Xiao Yong, a PRC resident
“Mr. Xiao Redemption Agreement”	the conditional agreement entered into on 30 April 2008 between the Company and Mr. Xiao in relation to the CB Redemption of the HK\$9,400,000 Convertible Bond held by Mr. Xiao, supplemental to such Convertible Bond
“Mr. Zhao”	Mr. Zhao Yu, a PRC resident

“Mr. Zhao Redemption Agreement”	the conditional agreement entered into on 30 April 2008 between the Company and Mr. Zhao in relation to the CB Redemption of HK\$5,100,000 Convertible Bond held by Mr. Zhao, supplemental to such Convertible Bond
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Repurchases Code”	the Code on Share Repurchases of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board of  
**Intcera High Tech Group Limited**  
**Cheng Qing Bo**  
*Executive Director*

Hong Kong, 9 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](http://www.hkgem.com) for at least 7 days from the date of its publication.*