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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>*

**EARLY REDEMPTION OF 2% CONVERTIBLE BONDS  
UPDATE ON THE DESPATCH OF CIRCULAR**

Reference is made to the announcement of Intcera High Tech Group Limited (the “Company”) dated 6 May 2008 (the “First Announcement”) and 9 May 2008 respectively.

Terms used in this announcement, unless the context otherwise requires, have the same meanings as defined in the announcement of the Company dated 9 May 2008.

The Board wishes to state that upon the Company’s consultation with the Executive, the Executive came to a view that the CB Redemption is an exempt share repurchase on part of the Company for the purpose of the Shares Repurchase Code, having regard that the CB Redemption Agreements are amendments to the Bonds Supplemental Agreements (as defined in the First Announcement) mutually agreed by the Company and the Bondholders in writing, and as such, the early redemption of the Convertible Bonds will be made pursuant to the CB Redemption Agreements.

As stated in the First Announcement, one of the conditions precedent to the CB Redemption (the “Condition Precedent”) is the passing of a resolution by at least three-fourths of the votes casted on a poll by the Disinterested Shareholders in attendance in person or by proxy at the EGM approving the CB Redemption Agreement and the transactions contemplated thereby in the manner required under the GEM Listing Rules and the Shares Repurchase Code.

However, the Board announces that supplemental agreements were entered into between the Company and the Bondholders dated 19 May 2008 whereupon the Company and the Bondholders agreed to amend the Condition Precedent to the effect that Completion of the CB Redemption is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM approving the CB Redemption Agreement and transactions contemplated thereby.

\* *for identification purpose only*

Pursuant to the Condition Precedent, the Subscriber, the controlling shareholder of the Company which owns 3,542,000,000 Shares, representing 52.8% of the entire issued share capital of the Company, has provided its written shareholders' approval approving the CB Redemption in lieu of holding the EGM in accordance with Rule 19.44 of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable inquiry, each of the Bondholders is not connected person of the Company and is independent from and not connected with the Company and its connected persons. As none of the Shareholders is interested in the CB Redemption, none of the Shareholders is required to abstain from voting in respect of the CB Redemption.

In light of the above, the Board announces that the circular in relation to the CB Redemption intended to be despatched to the Shareholders as mentioned in the First Announcement will no longer contain a letter from the Independent Financial Adviser, a letter from the Independent Board Committee and other information required under the Shares Repurchase Code, as well as notice of the EGM, having regard that the Company has already obtained the Subscriber's written approval for the CB Redemption in lieu of holding the EGM in accordance with Rule 19.44 of the GEM Listing Rules.

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

Hong Kong, 19 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.*