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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>

**DISCLOSEABLE TRANSACTION
INVOLVING ISSUE OF CONSIDERATION SHARES
IN RELATION TO
ACQUISITION OF INTEREST IN
iKanTV LIMITED**

On 6 April 2009 (after trading hours), the Company, the Vendor and the Purchaser, which is a wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell 9% of the issued share capital of the Target.

The consideration for the sale and purchase of the Sale Shares of HK\$39,840,000 shall be satisfied in full by the allotment and issue of 830,000,000 Consideration Shares at the Issue Price of HK\$0.048 per Share.

The Target is principally engaged in advertising business and media development in Hong Kong and PRC.

Based on the relevant percentage ratio calculations under the GEM Listing Rules, the entering into of the Sale and Purchase Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

* *For identification purpose only*

THE SALE AND PURCHASE AGREEMENT

Date 6 April 2009

Parties

The Company: Intcera High Tech Group Limited

The Vendor: Get Profit Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and is beneficially wholly owned by Mr. Kwok Ming Fai.

The Purchaser: China Post E-Commerce Group Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company.

To the best of the knowledge, information and belief of the Board and having made all reasonable enquiries, the Vendor is principally engaged in investment holding, and the Vendor and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

Asset acquired

9 shares in iKanTV Limited, being 9% of the issued share capital of the Target.

Total consideration

The consideration for the sale and purchase of the Sale Shares of HK\$39,840,000 shall be satisfied in full by the allotment and issue of 830,000,000 Consideration Shares to the Vendor credited as fully paid at the Issue Price upon Completion.

Completion

Upon compliance with or fulfillment (or waiver) of the conditions precedent for the Completion as set out in the section headed "Conditions precedent" in this announcement, Completion shall take place at 4:00 p.m. on the Completion Date, or such later date as the Vendor and the Purchaser may agree in writing.

Conditions precedent

Completion shall be conditional upon and subject to:

- (a) all necessary consents and approvals required to be obtained on the part of the Vendor, the Purchaser and the Target in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained;
- (b) (if required under the GEM Listing Rules) the passing by the Shareholders at a general meeting of the Company to be convened and held of an ordinary resolution to approve the Sale and Purchase Agreement and the transactions contemplated hereunder, including but not limited to the allotment and issue of the Consideration Shares to the Vendor credited as fully paid;
- (c) the warranties as set out in the Sale and Purchase Agreement remaining true and accurate in all respects; and
- (d) the Stock Exchange granting approval for the listing of and permission to deal in the Consideration Shares.

The Purchaser may at any time waive in whole or in part and conditionally or unconditionally the condition precedent (c) by notice to the Vendor. The conditions precedent (a), (b) and (d) may not be waived. If the conditions set out above have not been satisfied (or as the case may be, waived by the Purchaser) on or before 4:00 p.m. on 31 July 2009, or such later date as the Vendor and the Purchaser may agree, the Vendor shall forthwith refund all moneys paid under the Sale and Purchase Agreement to the Purchaser (without interest or compensation) and the Sale and Purchase Agreement shall cease and determine and thereafter neither party shall have any obligations and liabilities towards each other hereunder save for any antecedent breaches of the terms hereof.

BASIS OF CONSIDERATION

The Consideration of HK\$39,840,000 has been arrived at after arm's length negotiations between the Purchaser and the Vendor, with reference to, among other things, the Target's business prospects and profitability potential and the outlook for growth of the advertising and media industry in PRC.

CONSIDERATION SHARES

On Completion, the Consideration Shares, having a total cash value of approximately HK\$25.7 million based on the closing share price of the Company of HK\$0.031 as at the Last Trading Day, will be allotted and issued to the Vendor. The Consideration Shares will be issued at the Issue Price of HK\$0.048 per Share which is determined between arm's length negotiation between the Vendor and the Purchaser. Such issue price represents:

- (i) a premium of approximately 54.84% over the closing price of HK\$0.031 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 55.84% over the average closing price per Share of approximately HK\$0.0308 as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and
- (iii) a premium of approximately 50.00% over the average closing price per Share of approximately HK\$0.032 as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day.

The Company will allot and issue an aggregate of 830,000,000 Consideration Shares, representing approximately:

- (i) 11.75% of the existing issued share capital of the Company; and
- (ii) 10.51% of the issued share capital of the Company as enlarged by the Consideration Shares.

The Consideration Shares are to be issued by the Company under the General Mandate. A maximum of 1,196,617,462 Shares can be issued under the General Mandate, of which 360,000,000 Shares has been issued prior to the date of this announcement. The Consideration Shares, when fully paid, will rank pari passu in all respects with all the Shares in issue on the date of Completion. An application will be made to the Stock Exchange by the Company for the listing of, and permission to deal in, the Consideration Shares.

The Directors (including the independent non-executive Directors) consider that the Consideration and the terms of the Consideration Shares, including the Issue Price, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

SHAREHOLDING STRUCTURE

For illustrative purpose, the following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion:

Shareholders	As at the date of this announcement		Immediately after Completion (note 3)	
	No. of Shares	%	No. of Shares	%
Mr Lau Chi Yuen Joseph (“Mr. Lau”), a director (note 1)	3,542,000,000	50.13	3,542,000,000	44.86
Mr Cheng Qing Bo (“Mr. Cheng”), a director (note 2)	<u>369,600,000</u>	<u>5.23</u>	<u>369,600,000</u>	<u>4.68</u>
sub-total	3,911,600,000	55.36	3,911,600,000	49.54
Vendor	0	0.00	830,000,000	10.51
other public shareholders	<u>3,154,574,620</u>	<u>44.64</u>	<u>3,154,574,620</u>	<u>39.95</u>
Total	<u><u>7,066,174,620</u></u>	<u><u>100.00</u></u>	<u><u>7,896,174,620</u></u>	<u><u>100.00</u></u>

Notes:

1. These shares are held by JL Investment Capital Limited, which is wholly owned by Mr. Lau. Mr. Lau is therefore deemed to be interested in the shares held by JL Investment Capital Limited.
2. These shares are held by Bright Castle Investments Limited, which is wholly owned by Mr. Cheng. Mr. Cheng is therefore deemed to be interested in the shares held by Bright Castle Investments Limited.
3. Assuming there is no acquisition and/or disposal of Shares from the date of this announcement up to the Completion Date.

INFORMATION OF THE TARGET

iKanTV Limited is a company incorporated in the British Virgin Islands with limited liability. At the date of this announcement, the Vendor is the beneficial owner of 9% of the issued share capital of the Target. The Target is a non-wholly owned subsidiary of China Outdoor Media Group Limited (Stock code: 254) which is listed on the Stock Exchange. The Target is principally engaged in advertising business and media development in Hong Kong and PRC. The Target has recently acquired an exclusive advertising agency rights to procure advertising clients to place advertisements through the LCD TVs located in all retail outlets of Guangdong Postal Bureau (廣東省郵政公司) and to broadcast all relevant information. The said exclusive advertising agency rights is for a term of five years commencing from January 2009 with a right of renewal for another term of five years exercisable at the discretion of the Target.

According to the un-audited accounts (prepared in accordance with Hong Kong Financial Reporting Standards) of the Target for the period from 23 November 2007 (the date of incorporation of the Target) to 28 February 2009, the Target recorded a turnover of approximately HK\$343,000 and a net loss before and after tax of approximately HK\$1,327,000 during the period, and a net deficit of approximately HK\$1,327,000 as at 28 February 2009.

REASONS FOR THE ACQUISITION

The Group is principally engaged in manufacturing and sale of ceramic blanks and ferrules. As disclosed in the 2008 annual report of the Company, the Company is actively searching for business opportunities in, amongst other things, E-commerce.

The Directors consider that the acquisition of interest in the Target represents a good opportunity for the Company to further expand its investments in E-commerce related advertising and media businesses in Hong Kong and the PRC. The Board is confident on the prospects of the Target and considers that the Group, through its investment in the Target, will be able to capture the rapid growth of advertising and media business in the PRC and hence, will enhance the Group's potential share of profits.

GEM LISTING RULES IMPLICATIONS

Based on the relevant percentage ratio calculations under the GEM Listing Rules, the entering into of the Sale and Purchase Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Acquisition”	the acquisition by the Purchaser of the Sale Shares pursuant and subject to the terms and conditions of the Sale and Purchase Agreement
“associate”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“BVI”	the British Virgin Islands
“Company”	Intcera High Tech Group Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Sale and Purchase Agreement
“Completion Date”	the date of falling two Business Days after the fulfillment (or waiver) of the conditions precedent for the Completion as set out in the section headed “Conditions precedent” in this announcement
“Consideration”	HK\$39,840,000, being the aggregate consideration payable by the Purchaser pursuant to the Sale and Purchase Agreement
“Consideration Shares”	830,000,000 new Shares to be allotted and issued to satisfy in part of the Consideration
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“General Mandate”	the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company up to 20% of the issued share capital of the Company pursuant to the ordinary resolution of the Shareholders passed in the annual general meeting of the Company held on 22 April 2008
“Group”	the Company and its subsidiaries
“HK\$” or “HK Dollar”	Hong Kong dollars, the lawful currency of Hong Kong from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Price”	the issue price of HK\$0.048 per Consideration Share
“Last Trading Day”	6 April 2009, being the last trading day of the Shares and the date of the Sale and Purchase Agreement
“PRC”	the People’s Republic of China which, for the purpose of the Sales and Purchase Agreement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	China Post E-Commerce Group Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company
“Sale Shares”	9 shares in the Target being 9% of the issued share capital of the Target
“Sale and Purchase Agreement”	the agreement dated 6 April 2009 entered into by the Purchaser, the Vendor and the Company in relation to the Acquisition
“Shareholder(s)”	holder(s) of the existing shares of the Company
“Shares”	the shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

“Target”	iKanTV Limited, a company incorporated in BVI with limited liability
“Vendor”	Get Profit Holdings Limited, a company incorporated in BVI with limited liability

By order of the Board
Intcera High Tech Group Limited
Lau Chi Yuen, Joseph
Executive Director

Hong Kong, 6 April 2009

As at the date of this announcement, the Board comprises three (3) executive directors, namely, Mr. Lau Chi Yuen, Joseph (Chairman), Mr. Chung Man Wai and Mr. Cheng Qing Bo, and three (3) 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.

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