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INTCERA

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

(To be renamed China Post E-Commerce (Holdings) Limited 中郵電資(控股)有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8041)

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

CHANGE IN SHAREHOLDING

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules.

The Board was informed by JL Investments Capital Limited, the controlling shareholder of the Company, that on 26 May 2009, JL entered into an agreement with each of Galaxy Asset Management (H.K.) Limited and Provenance Place Company Limited pursuant to which JL granted to each of Galaxy and Provenance an option to purchase from JL up to 390,000,000 Shares and 610,000,000 Shares respectively at the price of HK\$0.036 per Share. The Option Shares in aggregate represent approximately 12.67% of the existing issued share capital of the Company. Both the number of Option Shares and the purchase price are subject to adjustment after the Share Consolidation becoming effective. The Option may be exercised during the period of 18 months from the date of the Agreements.

To the best of the knowledge, information and belief of the Board and having made all reasonable enquiries, both Galaxy and Provenance and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

* For identification purpose only

Assuming that the Options were exercised in full and for illustration purpose, the shareholdings of the Company before and after such exercise will be approximately as follows:

Shareholders	As at the date of this announcement		Immediately after exercise of the Options in full	
	No. of Shares	%	No. of Shares	%
Mr Lau Chi Yuen, Joseph (<i>note 1</i>)	3,542,000,000	44.86	2,542,000,000	32.19
Get Profit Holdings Limited (<i>note 2</i>)	830,000,000	10.51	830,000,000	10.51
Galaxy	0	0.00	390,000,000	4.94
Provenance	0	0.00	610,000,000	7.73
other public shareholders	<u>3,524,174,620</u>	<u>44.63</u>	<u>3,524,174,620</u>	<u>44.63</u>
Total	<u><u>7,896,174,620</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 Investments Capital Limited, which is wholly owned by Mr. Lau Chi Yuen, Joseph who is therefore deemed to be interested in the shares held by JL.
2. Get Profit Holdings Limited is wholly owned by Mr Kwok Ming Fai who is therefore deemed to be interested in the shares.

DEFINITIONS

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

“Agreements”	The two agreements both dated 26 May 2009 made between each of Galaxy and Provenance of the one part and JL of the other part relating to the granting of the Options.
“Board”	the board of Directors
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“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
“Directors”	the directors of the Company

“Galaxy”	Galaxy Asset Management (H.K.) Limited, a company incorporated in Hong Kong with limited liability and is licensed under the Securities and Futures Ordinance Cap 571 to carry out Type 9 (asset management) regulated activity
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“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
“JL”	JL Investments Capital Limited, the controlling Shareholder of the Company and is wholly owned by Mr Lau Chi Yuen, Joseph, chairman of the Company.
“Option(s)”	The options granted by JL to Galaxy and Provenance to purchase Shares from JL pursuant to the Agreements.
“Option Shares”	The Shares which Galaxy and Provenance are entitled to purchase from JL under the Options.
“Provenance”	Provenance Place Company Limited, a company incorporated in Hong Kong with limited liability
“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
“Share Consolidation”	the proposed consolidation of every 5 Shares into one consolidated share as set out in the Company’s circular dated 5 May 2009
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

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

Hong Kong, 26 May 2009

As at the date of this announcement, the Board comprises two (2) executive directors, namely, Mr. Lau Chi Yuen, Joseph (Chairman) and Mr. Chung Man Wai, 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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