

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "Meeting") of Shenzhen High-Tech Holdings Limited (深圳科技控股有限公司*) (the "Company") for the year 2002 will be held at Units 1904-1906, 19/F., Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2002 at 3:00 p.m. for the following purposes:—

1. To receive and adopt the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2001.
2. To re-elect the retiring directors and to authorise the board of directors of the Company (the "Board") to fix the directors' remuneration.
3. To re-appoint Ernst & Young as auditors for the ensuing year and to authorise the Board to fix their remuneration.

As special business, to consider if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting listing of, and permission to deal in, the shares of US\$0.025 each in the capital of the Company (the "Shares") to be issued pursuant to the exercise of options which may be granted under the new share option scheme of the Company (the "New Share Option Scheme"):
 - (a) the existing share option scheme (the "Existing Share Option Scheme") adopted by the Company by ordinary resolution of the shareholders of the Company on 17 November 2000 be terminated in all respects with immediate effect and that no further options will be granted under the Existing Share Option Scheme save and except that the provision of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted thereunder prior to the termination thereof or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to the termination thereof shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme; and

(* For identification purpose only)

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- (b) the rules of the New Share Option Scheme be and are hereby approved and adopted and that the Board be and is hereby authorized to:
 - (i) administer the New Share Option Scheme under which the options will be granted to eligible participants under the New Share Option Scheme to subscribe for Shares;
 - (ii) modify and/or amend the rules of the New Share Option Scheme from time to time subject to the provisions of such rules;
 - (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme; and
 - (iv) to make application at the appropriate time to the Stock Exchange, and any other stock exchange upon which the Shares may for the time being be listed, for listing of, and permission to deal in, the Shares which may thereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme.

- 5A. (i) **THAT** subject to sub-paragraph (iii) below, the exercise by the Board during the Relevant Period (as defined in sub-paragraph (iv) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (ii) the approval in sub-paragraph (i) above shall be in addition to any other authorisation given to the Board and shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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(iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in sub-paragraph (i) above, otherwise than pursuant to: (a) a Rights Issue (as defined in sub-paragraph (iv) below); (b) an issue of shares upon the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted for employees or directors and/or officers of the Company and/or any of its subsidiaries; (c) an issue of shares upon the exercise of rights of subscription or conversion attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares; or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on share in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iv) for the purposes of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Board by this resolution; and

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company; and

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(v) the authority conferred by this resolution shall be in substitution for all previous authorities granted to the Board, except that it shall be without prejudice to and shall not affect the exercise of the power by the Board pursuant to such authorities to allot additional shares up to and in accordance with the approval therein contained prior to the date of this resolution.

5B. (i) **THAT** subject to sub-paragraph (iii) below, the exercise by the Board during the Relevant Period (as defined in sub-paragraph (iv) below) of all the powers of the Company to repurchase its own shares and other securities of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and the requirements of the Listing Rules on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the approval in sub-paragraph (i) above shall be in addition to any other authorisation given to the Board;

(iii) the aggregate nominal amount of the share and other securities of the Company to be repurchased by the Company pursuant to the approval in sub-paragraph (i) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

(c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

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5C. **THAT** conditional upon the passing of ordinary resolutions numbered 5A and 5B above, the aggregate nominal amount of the shares which shall have been repurchased by the Company pursuant to and in accordance with resolution 5B above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to and in accordance with resolution 5A above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

THAT “深圳科技控股有限公司” be adopted as the Company's Chinese name.

7. Any other business (if any).

By order of the Board
Chan King Chung
Company Secretary

Hong Kong, 26 April 2002

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of the joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the Hong Kong branch share registrars of the Company, Standard Registrars Limited, at the 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
4. With respect to resolution no. 2 of this notice, Mr. Poon Chiu Kwok and Mr. Chen Chao shall retire from the office of directorship and shall offer themselves for re-election at the Meeting in accordance with the Company's bye-laws 86(2) and 87.

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5. A circular together with an explanatory statement containing further details in respect of ordinary resolutions nos. 4 and 5B will be despatched to the shareholders.
6. The above Resolution 6 relates to the adoption of a Chinese name by the Company. As the Company is a company incorporated in Bermuda, only its English name appears in its Certificate of Incorporation. Accordingly, the Company has been registered as an oversea company in its English name only under Part XI of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (the "Companies Ordinance"). The Chinese name now appears in the Company's documents has been used as a Chinese translation of its English name for identification purpose only. As an oversea company is now allowed to register a Chinese name in Hong Kong notwithstanding the fact that only the English name of a company appears in the Certificate of Incorporation, the Board proposes the adoption of the Chinese name to formalize its use by the Company in Hong Kong and for the purpose of its registration in the Companies Registry under Part XI of the Companies Ordinance.