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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
INFO-SOURCE MEDIA LIMITED**



**AND
RESUMPTION OF TRADING**

Financial adviser to Intcera High Tech Group Limited



SOMERLEY LIMITED

On 9 January 2009 (after trading hours), the Company, the Vendor, the Purchaser which is a wholly owned subsidiary of the Company, and the Target 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 10% of the issued share capital of the Target.

The consideration for the sale and purchase of the Sale Shares of HK\$28,800,000 shall be satisfied in full by the allotment and issue of 360,000,000 the Consideration Shares at the Issue Price of HK\$0.08 per Share.

* For identification purpose only

Pursuant to the Sale and Purchase Agreement, the Vendor agreed to grant to the Purchaser the Call Option to purchase from the Vendor, from time to time on the Call Option Date, whole or part of the Option Shares then held by the Vendor, for a purchase price equal to the Exercise Price (subject to adjustments) multiplied by the number of such Option Shares being sold to the Purchaser on such Call Option Date. The Purchaser will be granted the pre-emption right, the tag-along right and the Subscription Option pursuant to the Sale and Purchase Agreement as detailed in this announcement.

As at the date of this announcement, the Target is a wholly owned subsidiary of the Vendor which is beneficially wholly owned by Guangdong Postal. The Target is principally engaged in the provision of state-of-the-art E-commerce platform through Guangdong Postal's powerful physical network, sophisticated information network and strong post bank capital support with a broad portfolio of media advertising platforms including bank location network, in-store network, post outlets network, commercial location network, direct mail network, magazine distribution network, wireless and outdoor light-emitting diode (LED) network.

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.

Trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 12 January 2009 at the request of the Company pending the release of this announcement. Application has been made to the Stock Exchange for the trading in the Shares to resume at 9:30 a.m. on 13 January 2009.

THE SALE AND PURCHASE AGREEMENT

Date 9 January 2009

Parties

The Company: Intcera High Tech Group Limited

The Vendor: Info-source International Development Limited, a company incorporated in Hong Kong with limited liability and is beneficially wholly owned by Guangdong Postal

The Purchaser: Top Creation International Investment Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company

The Target: Info-source Media Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Vendor as at the date of this announcement

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

1,000 shares in the Target, being 10% of the issued share capital of the Target

Total consideration

The consideration for the sale and purchase of the Sale Shares of HK\$28,800,000 shall be satisfied in full by the allotment and issue of 360,000,000 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) the Purchaser being satisfied with the results of the due diligence review of the assets, liabilities, operations and affairs of the Target Group as it may reasonably consider appropriate;
- (b) all necessary consents and approvals required to be obtained on the part of the Vendor, the Purchaser and the Company in respect of the Sale and Purchase Agreement and the transactions contemplated thereby having been obtained;
- (c) all necessary waiver, consent, approval, license, authorisation, permission, order and exemption (if required) from the relevant governmental or regulatory authorities or other third parties which are necessary in connection with the Sale and Purchase Agreement and the transactions contemplated thereby;
- (d) (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;

- (e) the warranties as set out in the Sale and Purchase Agreement remaining true and accurate in all respects; and
- (f) the GEM Listing Committee of the Stock Exchange granting 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 conditions precedent (a) and (e) by notice to the Vendor. The conditions precedent (b), (c), (d) and (f) 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 March 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.

Restriction on disposal

According to the terms of the Sale and Purchase Agreement, the Vendor has undertaken to the Purchaser and the Company that the Vendor shall not sell, transfer or otherwise dispose of the Consideration Shares for a period of 24 months commencing from the Completion Date unless with the prior written consent of the Purchaser and the Company.

The Purchaser has undertaken to the Vendor that the Purchaser shall not sell, transfer or otherwise dispose of the Sale Shares for a period of 24 months commencing from the Completion Date unless with the prior written consent of the Vendor.

BASIS OF CONSIDERATION

The Consideration of HK\$28,800,000 has been arrived at after arm's length negotiations between the Purchaser and the Vendor, with reference to, among other things, the Target's 15-year exclusive right to operate electronic video in outlets of Guangdong Postal, the existing LCD network in major cities in Pearl River Delta Region and the future prospects of the Target Group in the E-commerce business in the PRC.

CONSIDERATION SHARES

On Completion, the Consideration Shares, having a total cash value of approximately HK\$21.6 million based on the closing share price of the Company of HK\$0.060 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\$0.080 per Share which is determined between arm's length negotiation between the Vendor and the Purchaser. The Issue Price represents:

- (i) a premium of approximately 33.3% over the closing price of HK\$0.060 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 48.1% over the average closing price per Share of approximately HK\$0.054 as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a premium of approximately 81.8% over the average closing price per Share of approximately HK\$0.044 as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day; and
- (iv) a premium of approximately 321.1% to the unaudited consolidated net assets value attributable to equity holders of the Company per Share of approximately HK\$0.019 as at 30 June 2008 (as calculated by the equity attributable to equity holders of the Company of approximately HK\$127,313,000 as at 30 June 2008 and the number of outstanding Shares of 6,706,174,620 as at the date of this announcement).

The Company will allot and issue an aggregate of 360,000,000 Consideration Shares, representing approximately:

- (i) 5.37% of the existing issued share capital of the Company; and
- (ii) 5.09% 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 which has not been utilised up to the date of this announcement. A maximum of 1,196,617,462 Shares can be issued under the General Mandate. 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 fair and reasonable and in the interests of the Company and the Shareholders as a whole.

CALL OPTION

Pursuant to the Sale and Purchase Agreement, the Vendor agreed to grant to the Purchaser the Call Option to purchase from the Vendor, from time to time on the Call Option Date, whole or part of the Option Shares then held by the Vendor, for a purchase price equal to the Exercise Price (subject to adjustments) multiplied by the number of such Option Shares being sold by the Vendor to the Purchaser on such Call Option Date. The Purchaser may pay the purchase price by cash or by a combination of cash and new Shares. Any issue of new Shares for satisfying in part of such purchase price will be issued at an issue price which is the average closing price of the Shares as quoted on the Stock Exchange for the five trading days immediately prior to such Call Option Date.

Upon any issuance (whether or not for consideration) or allotment by the Target of any new shares of the Target (including without limitation any issue of new shares pursuant to any convertible securities, options, warrants or other similar rights to acquire new shares granted by the Target), (i) the number of Option Shares will be adjusted so as to give the Purchaser, immediately following the issuance or allotment of all such new shares, the same proportion of the issued share capital to which the Purchaser was entitled (after aggregating all shares held and entitled to acquire upon full exercise of any option) prior to such issuance or allotment of new shares (details of the adjustments are set out in the paragraph under section headed “Subscription Option” below); and (ii) the Exercise Price for any outstanding Option Shares will be adjusted in accordance with the following formula:

$$P = \frac{288,000,000 + M}{S + N}$$

where

- P = the new Exercise Price for the outstanding Option Shares
- M = the aggregate cash subscription price for the new issue of shares and all previous issue of new shares after the date of the Sale and Purchase Agreement
- S = the total number of issued shares of the Target immediately prior to the new issue of shares
- N = the total number of new issue of shares

According to the terms of the Sale and Purchase Agreement, the Target shall not and the Vendor shall procure that the Target shall not issue any new shares of the Target or grant any convertible securities, options, warrants or any other similar rights to acquire new shares of the Target for any consideration other than cash payable prior to or upon issuance of such new shares without the prior written consent of the Purchaser.

It is the intention of the Purchaser to exercise its right under the Call Option to acquire an additional 10% interest in the Target by the end of 2009. The Company will comply with relevant requirements under the GEM Listing Rules as and when appropriate in relation to any subsequent acquisition of interest in the Target by the Group.

PRE-EMPTION AND TAG-ALONG RIGHTS

Pursuant to the Sale and Purchase Agreement, the Vendor has agreed to grant the pre-emption right to the Purchaser pursuant to which, before any transfer of all or part of the shares held by the Vendor in the Target (the “**Transfer**”), the Vendor shall offer to the Purchaser in writing the Vendor’s shares proposed to be transferred and shall include all of the terms of the proposed Transfer, including purchase price, material conditions, payment terms and the identity of the third party or parties. Every such offer shall remain open for a period of thirty days from the date when the notice of the offer is served on the Purchaser (“**Prescribed Period**”). If any such offer is refused or lapses by passage of time, the Vendor shall be free to proceed with the sale to the specified third party.

In addition, pursuant to the Sale and Purchase Agreement, the Vendor has agreed to grant the tag-along right to the Purchaser pursuant to which the Purchaser shall have the right on or before the expiration of the Prescribed Period to participate in the Transfer on the terms and conditions specified in the offer served on the Purchaser pursuant to the pre-emption right above by transferring pro rata amount of shares held by the Purchaser in the Target to the Vendor. If the Vendor refuses to agree to acquire the transfer of shares from the Purchaser or, for any reason, fails to complete such transfer, the Vendor shall not be entitled to transfer any of its shares in the Target to the third party.

Notwithstanding anything to the contrary stated in the Sale and Purchase Agreement, the Vendor and the Target shall procure that the number of issued shares in the Target held by the Vendor (excluding any outstanding Option Shares) shall at all times be no less than 25% of the then total issued share capital of the Target, assuming full exercise of all Subscription Options or other convertible securities, options, warrants or similar rights to acquire shares granted by the Target but excluding any such rights granted to the Vendor (the “**Threshold**”).

SUBSCRIPTION OPTION

Subject to the compliance with the Threshold, upon any issuance (whether or not for consideration) or allotment by the Target of any new shares of the Target (including without limitation any issue of new shares pursuant to any convertible securities, options, warrants or other similar rights to acquire new shares granted by the Target), the number of outstanding Option Shares shall be adjusted and if applicable, the Target shall grant to the Purchaser an option (the “**Subscription Option**”) to subscribe for such number of new shares in the capital of the Target in the following manner to the intent that the Purchaser shall be able to acquire a total shareholding in the Target (after aggregating all shares held and entitled to acquire upon full exercise of the Call Option and Subscription Option) of up to 50% (including the Sale Shares) of the Target’s the then total issued share capital (after aggregating all issued shares and shares issuable pursuant to any convertible securities, options, warrants or other similar rights to acquire new shares granted by the Target):

- (a) Firstly, the number of Option Shares shall be adjusted so as to give the Purchaser, immediately following the issuance or allotment of all such new shares, a right to acquire a shareholding in the Target (after aggregating all shares held and entitled to acquire upon full exercise of any option) of up to 50% (including the Sale Shares) of the total issued share capital of the Target after such issuance or allotment of new shares;
- (b) Secondly, in the event that after the application of (a) above, the Vendor shall not be able to give the Purchaser, immediately following the issuance or allotment of all such new shares, the same proportion of the issued share capital to which the Purchaser was entitled (after aggregating all shares held and entitled to acquire upon full exercise of any option) prior to such issuance or allotment of new shares, the Target shall grant to the Purchaser the Subscription Option to subscribe, from time to time on the Call Option Date, for such number of new shares in the capital of the Target so as to give the Purchaser, immediately following the issuance or allotment of all such new shares, the same proportion of the issued share capital to which the Purchaser was entitled (after aggregating all shares held and entitled to acquire upon full exercise of any option) prior to such issuance or allotment of new shares.

The subscription price payable on any exercise of the Subscription Option, from time to time in whole or in part, will be calculated in accordance with the following formula:

$$P = \frac{288,000,000 + M}{S + N}$$

where

- P = the subscription price per share of the Subscription Option
- M = the aggregate cash subscription price for the new issue of shares and all previous issue of new shares after the date of the Sales and Purchase Agreement
- S = the total number of issued shares of the Target immediately prior to the new issue of shares
- N = the total number of new issue of shares

On the condition that all outstanding Option Shares have been fully exercised, the Purchaser shall be entitled to exercise the Subscription Option from time to time in whole or in part.

If, while any Call Option or Subscription Option is outstanding, the Target shall effect any capitalization issue, or any sub-division, consolidation or reduction of its share capital or any purchase of its own shares or any other variation in its issued share capital, then the number of shares which remain the subject of any Call Option or Subscription Option and/or the Exercise Price/purchase price/subscription price for each such share shall be adjusted accordingly in such manner as shall place the Purchaser in the same position as regards the percentage of the equity share capital of the Target which the Purchaser shall be entitled to acquire pursuant to any exercise of any Call Option and Subscription Option (after aggregating any such acquisitions previously made) and the aggregate cost of such acquisition or acquisitions as shall have existed at the date of granting of any such Call Option and Subscription Option. In the case of any dispute as to the manner of such adjustment, a licensed corporation under the Securities and Futures Ordinance (Cap.571) to advise on corporate finance appointed by the Purchaser shall determine the same whose determination shall be final and binding on all parties.

According to the Sale and Purchase Agreement, upon exercise of any option (including but not limited to, the Call Option and the Subscription Option), the Purchaser agreed that its shareholding in the Target shall not exceed 50%.

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 upon Completion:

	As at the date of this announcement		Immediately upon Completion (Note 3)	
	Shares	Approx. %	Shares	Approx. %
Mr. Lau Chi Yuen, Joseph ("Mr. Lau"), a Director (Note 1)	3,542,000,000	52.82	3,542,000,000	50.13
Mr. Cheng Qing Bo ("Mr. Cheng"), a Director (Note 2)	<u>369,000,000</u>	<u>5.50</u>	<u>369,000,000</u>	<u>5.22</u>
Sub-total	3,911,000,000	58.32	3,911,000,000	55.35
The Vendor	–	–	360,000,000	5.09
Other public Shareholders	<u>2,795,174,620</u>	<u>41.68</u>	<u>2,795,174,620</u>	<u>39.56</u>
Total number of issued Shares	<u><u>6,706,174,620</u></u>	<u><u>100.00</u></u>	<u><u>7,066,174,620</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.

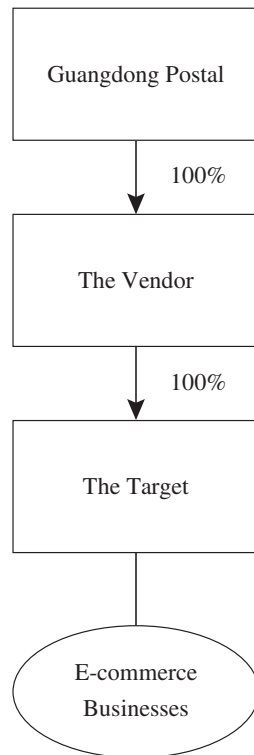
INFORMATION OF THE TARGET GROUP

Info-Source Media Limited, a company incorporated in Hong Kong with limited liability, was founded in November 2007. At the date of this announcement, the Target is a wholly owned subsidiary of the Vendor which is beneficially wholly owned by Guangdong Postal. The Target is principally engaged in the provision of state-of-the-art E-commerce platform through Guangdong Postal's powerful physical network, sophisticated information network and strong post bank capital support with a broad portfolio of media advertising platforms including bank location network, in-store network, post outlets network, commercial location network, direct mail network, magazine distribution network, wireless and outdoor light-emitting-diode (LED) network. Each of the media advertising platforms covers specific demographics of different suburban and urban consumers at various out-of-home media interaction points, from liquid crystal display to highly accurate targeted direct mail, from golden-collar to blue-collar.

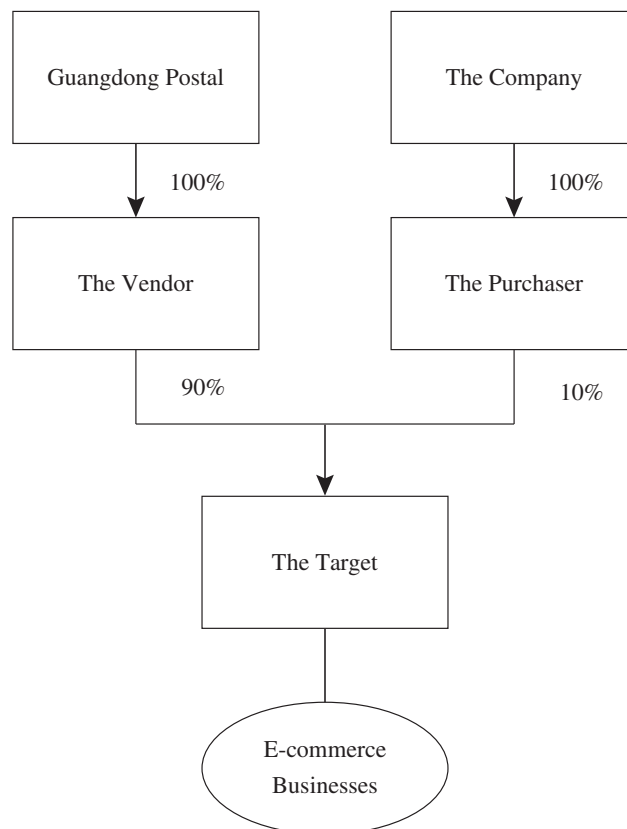
The Target has obtained the 15-year exclusive right to operate electronic video in outlets of Guangdong Postal and has also established liquid crystal display (LCD) network in three major cities in the Pearl River Delta Region, one of the most economic developed regions in the PRC, attracting millions of eyeballs every day.

The Target has not commenced business since the date of its operation. According to the 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 30 November 2008, the Target reported nil turnover and a net loss before and after tax of HK\$3,926,404 during the period, and a net deficit of HK\$3,916,404 as at 30 November 2008.

The following diagram illustrates the shareholding structure of the Target immediately before the Completion:



The following diagram illustrates the shareholding structure of the Target immediately after the Completion:



REASONS FOR THE ACQUISITION

The Group is principally engaged in manufacturing and sale of ceramic blanks and ferrules. As disclosed in the 2008 third quarterly report of the Company, the Company is actively searching for business opportunities in, amongst other things, E-commerce. The Directors consider that the Acquisition represents a valuable opportunity for the Company to start its investment in E-commerce businesses.

The Directors consider that the acquisition of interest in the Target represents a good investment opportunity for the Company to explore E-commerce business development in the PRC given the close relationship between the Target and Guangdong Postal which has powerful physical post office network, sophisticated information network and strong post bank capital support, as detailed in the paragraphs under section headed “Information of the Target Group” above. The Target is also expanding the LCD advertising network. The Target will continue to leverage onto the support and strong commitment of Guangdong Postal to develop and expand its E-commerce services with the aim to provide all E-commerce players the best way to reach the PRC.

In addition, the PRC government has implemented proactive measures to encourage domestic economic growth and in particular, rural area economy development. The policies implemented by the PRC government, including but not limited to, the latest “home appliances to the countryside” policy, will not only stimulate the domestic demand of in the rural areas, at the same time it will provide small to medium enterprises with lots of business opportunities in those less-developed rural areas in China. While E-commerce is considered as one of the effective promotion and distribution channels for country-wide coverage, the Target is strategically positioned as an entrusted E-commerce platform provider which can leverage onto its experience in E-commerce businesses in Guangdong Province, to further extend and penetrate into other urban and rural areas in China so as to become the E-commerce platform provider for China country-wide.

Based on the above, in particular, the Target’s extensive LCD advertising network in Guangdong Province with the strong support of Guangdong Postal, 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 E-commerce business in the PRC and hence, will enhance the Group’s potential share of profits.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Reference is made to the Company’s circular dated 29 February 2008 in relation to, amongst others, the share subscription, the placings and the rights issue, and the Company’s prospectus dated 2 April 2008 in relation to the rights issue.

The following table sets out the fund raising activities in the past twelve months before the date of this announcement:

Date of announcement	Event	Net Proceeds (approximately)	Intend use of proceeds	Actual use of proceeds	Progress as at the date of this announcement
24 September 2007	Share subscription by JL Investment Capital Limited and the first placing	HK\$44.9 million (Total net proceeds from the share subscription by JL Investment Capital Limited, the first placing and the second placing)	The total net proceeds is intended to be used as to approximately HK\$15 million for partial repayment of the outstanding amount of the convertible bonds and the balance for general working capital purposes	Approximately HK\$15 million utilised for partial repayment of the outstanding amount of the convertible bonds; the balance remains unutilised as at the date of this announcement and will be used for general working capital purposes	Completed on 2 April 2008.
26 October 2007	Second placing				Completed on 2 April 2008.
18 December 2007	Rights issue	HK\$6.5 million	The net proceed is intended to be used for general working capital purposes	The net proceed remains unutilised as at the date of this announcement and will be used for general working capital purposes	Completed in April 2008

Save for the above, the Company has not completed any other fund raising activities in the past twelve months before the date of this announcement.

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.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 12 January 2009 at the request of the Company pending the release of this announcement. Application has been made to the Stock Exchange for the trading in the Shares to resume at 9:30 a.m. on 13 January 2009.

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
“Call Option”	the option granted by the Vendor to the Purchaser to purchase from the Vendor, from time to time on the Call Option Date, some or all of the Option Shares then held by the Vendor, as details set out in the section headed “Call Option” in this announcement
“Call Option Date”	any Business Day during the period of 24 months commencing from the Completion Date, inclusive of both the first and the last day of such period
“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\$28,800,000, being the aggregate consideration payable by the Purchaser pursuant to the Sale and Purchase Agreement
“Consideration Shares”	360,000,000 new Shares to be allotted and issued to satisfy in part of the Consideration

“Directors”	the directors of the Company
“Exercise Price”	HK\$28,800.00 per share in the Target (subject to adjustments)
“Guangdong Postal”	Guangdong Postal Bureau (廣東省郵政公司)
“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\$0.080 per Consideration Share
“Last Trading Day”	9 January 2009, being the last trading day of the Shares and the date of the Sale and Purchase Agreement
“Option Shares”	4,000 shares in the Target held by the Vendor as at the date of the Sale and Purchase Agreement being 40% of the issued share capital of the Target (subject to adjustments)
“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”	Top Creation International Investment Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company
“Sale Shares”	1,000 shares in the Target being 10% of the issued share capital of the Target

“Sale and Purchase Agreement”	the agreement dated 9 January 2009 entered into by and between the Purchaser and the Vendor 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”	Info-source Media Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Vendor as at the date of this announcement
“Target Group”	Target and its subsidiaries. As at the date of this announcement, the Target has no subsidiaries
“Vendor”	Info-source International Development Limited, a company incorporated in Hong Kong with limited liability and beneficially wholly-owned by Guangdong Postal

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

Hong Kong, 12 January 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication.