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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)

**PROPOSED CHANGE OF AUDITORS
AND
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board proposes to appoint Patrick Ng & Company, Certified Public Accountants, as new auditors of the Company and its subsidiaries to fill the vacancy following the resignation of Homan with effect from 17 September 2007. The appointment of Patrick Ng & Company, Certified Public Accountants, as auditors of the Company and its subsidiaries is subject to the approval of the shareholders of the Company at the EGM pursuant to the articles of association of the Company.

The Board also proposes to appoint Mr. Tung Tai Yung to be an executive Director. The appointment of Mr. Tung Tai Yung as an executive Director is subject to the approval of the shareholders of the Company at the EGM pursuant to the articles of association of the Company.

PROPOSED CHANGE OF AUDITORS

The board of directors (the “Board”) of Intcera High Tech Group Limited (the “Company”) hereby announces that Messrs Homan CPA Limited (“Homan”) resigned as auditors of the Company and its subsidiaries with effect from 17 September 2007, as the Board and Homan could not reach a consensus on the audit fees for the year ended 31 December 2006.

As stated in Homan’s resignation letter dated 17 September 2007 addressed to the Board and the Company’s audit committee, Homan confirmed that there are no circumstances in respect of their resignation that they consider should be brought to the attention of the shareholders of the Company or its subsidiaries.

* *For identification purpose only*

Both the Board and the audit committee of the Company confirm that there are no circumstances in respect of the change of auditors which they considered should be brought to the attention of the shareholders of the Company or its subsidiaries.

The Board has resolved to propose to appoint Patrick Ng & Company, Certified Public Accountants, as auditors of the Company to fill the vacancy and hold office until the conclusion of the next annual general meeting of the Company. The appointment of Patrick Ng & Company, Certified Public Accountants, as auditors of the Company is subject to the approval by the shareholders of the Company at an extraordinary general meeting (“EGM”) to be convened pursuant to the articles of association of the Company.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board also proposes to appoint Mr. Tung Tai Yung to be an executive director of the Company (“Director”). The appointment of Mr. Tung Tai Yung as an executive Director is subject to the approval of the shareholders of the Company at the EGM pursuant to the articles of association of the Company.

The brief biography of Mr. Tung Tai Yung is as follows:

Mr. Tung Tai Yung, age 42, is currently the Chief Technology Officer of the Group and director of certain subsidiaries of the Company. Mr. Tung joined the Group in February 1998. He graduated from California Santa Clara University in the United States with a bachelor degree in electrical engineering.

There is no service contract entered into between the Company and Mr. Tung and Mr. Tung will not be entitled to any director’s fees. He is not appointed for any specified length of service with the Company. In accordance with the Company’s memorandum and articles of association, Mr. Tung is subject to retirement by rotation and re-election at the next annual general meeting of the Company.

Mr. Tung was an executive Director from 7 July 2000 to 1 May 2005. Save as disclosed, Mr. Tung held no other directorship in listed public companies in the last three years.

He does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company and does not have any interests (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

There are no information which should be disclosed under Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed above, there are no information which should be disclosed nor is/was Mr. Tung involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company in relation to such appointment.

GENERAL

A circular containing details of (i) the proposed change of auditors of the Company, (ii) the proposed appointment of Mr. Tung Tai Yung as executive Director, together with a notice of the EGM will be dispatched to the shareholders of the Company as soon as practicable. Further announcement will be made after appointments of (i) Patrick Ng & Company, Certified Public Accountants, as auditors of the Company and (ii) Mr. Tung Tai Yung as executive Director have been approved by the shareholders of the Company.

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

Hong Kong, 19 September 2007

As at the date of this announcement, the Company has altogether six directors comprising two executive directors namely, Mr. Cheng Qing Bo (also the Company's chairman) and Ms. Li Fang, a non-executive director namely, Mr. Lin Nan, and three independent non-executive directors namely, Mr. Williamson Lam, Ms. Mak Wai Fong and Mr. Liu Zheng Hao.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 its date of publication.