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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>

PROPOSED REMOVAL OF EXISTING AUDITORS AND APPOINTMENT OF NEW AUDITORS AND PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Board hereby announces that an extraordinary general meeting will be held in which resolutions will be proposed to the Shareholders to remove NCN as the auditors of the Company and to appoint Messrs. W. H. Tang & Partners as the new auditors of the Company. The change was attributable to the fact that NCN and the Company could not reach a consensus on the audit fees of the Company and its subsidiaries for the financial year ended 31 December 2008. Resolutions will also be proposed to adopt a new set of Articles of Association in substitution for the current Articles of Association of the Company.

CHANGE OF AUDITORS

The board of the Directors (the “Board”) of Intcera High Tech Group Limited (the “Company”) hereby announces that an extraordinary general meeting (the “Meeting”) will be held in which resolutions will be proposed to the shareholders of the Company (the “Shareholders”) to remove NCN CPA Limited (“NCN”) as the auditors of the Company and to appoint Messrs. W. H. Tang & Partners CPA Limited (“W. H. Tang & Partners”) as the new auditors of the Company. The change was attributable to the fact that the existing auditors of the Company, NCN and the Company could not reach a consensus on the audit fees of the Company and its subsidiaries (the “Group”) for the financial year ended 31 December 2008. The Board was not aware of any matter that should be brought to the attention of the Shareholders in relation to the change of auditors of the Company. If NCN would like to bring any matter to the attention of the shareholders and creditors of the Company during the Meeting, the Company will further make an announcement.

* For identification purpose only

The Board has proposed to appoint W.H. Tang & Partners as auditors of the Company to hold office until the conclusion of the next annual general meeting subject to the professional clearance between NCN and W.H. Tang & Partners.

In accordance with the Articles of Association of the Company, both the removal of the existing auditors and the appointment of the new auditors will require the approval by the shareholders of the Company at an extraordinary general meeting.

ADOPTION OF NEW ARTICLES OF ASSOCIATION

In order to give more flexibility to the Directors and the Company and in view of amendments made to the GEM Listing Rules and the revision of the Companies Law of the Cayman Islands on divers dates, it is proposed that the Articles of Association of the Company be updated and amended, and instead of piecemeal amendments, the Directors propose to adopt a new set of Articles of Association in substitution for the current Articles of Association of the Company.

The proposed adoption of the new Articles of Association is subject to the approval of the shareholders of the Company by way of special resolution. Accordingly, resolutions will also be proposed to approve such adoption in the Meeting.

GENERAL

A circular containing details of the proposed change of auditors of and the adoption of the new Articles of Association of the Company, together with a notice of the Meeting will be dispatched to the shareholders of the Company as soon as practicable. Further announcement will be made after appointment of W.H. Tang & Partners as auditors of the Company have been approved by the Shareholders.

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

Hong Kong, 22 December 2008

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 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.