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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>

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Intcera High Tech Group Limited (the “Company”) will be held at Room 4102, 41st Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 23 February 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, pass with or without amendments the following resolutions:–

SPECIAL RESOLUTIONS

1. **“THAT** NCN CPA Limited be and is hereby removed as auditors of the Company and its subsidiaries with immediate effect.”
2. **“THAT**, the new memorandum of association and articles of association (the “New Memorandum and Articles of Association”) of the Company, copies of which have been produced to the meeting marked “A” and “B” respectively and for identification purpose signed by the Chairman of the Meeting, be and are hereby approved and adopted in substitution for the existing memorandum and articles of association previously adopted by the Company with immediate effect after the close of this Meeting and that the directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.”

* *for identification purpose only*

ORDINARY RESOLUTION

3. “**THAT**, conditional on the passing of the resolution 1 of the notice convening this Meeting, W. H. Tang & Partners CPA Limited be and is hereby appointed as auditors of the Company and its subsidiaries to fill in the vacancy following the removal of NCN CPA Limited, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorised to fix their remuneration and to execute such documents and to do such acts incidental to and thereof.”

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

Registered Office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and principal place
of business in Hong Kong:*

Room 1203
The Chinese Bank Building
61-65 Des Voeux Road Central
Hong Kong

Hong Kong, 30 January 2009

Notes:

- (1) Any member entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof, must be deposited as soon as possible to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the instrument appointing a proxy shall be revoked.
- (4) As at the date of this notice, the executive directors of the Company are Mr. Lau Chi Yuen, Joseph (Chairman), Mr. Chung Man Wai and Mr. Cheng Qing Bo and the independent non-executive directors of the Company are Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex.

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