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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>

RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that the special resolutions proposed for approving the removal of existing auditors and adoption of new Memorandum and Articles of Association and the ordinary resolution proposed for approving the appointment of new auditors were duly passed by the Shareholders by way of poll at the EGM held on 23 February 2009.

Reference is made to the circular dated 30 January 2009 (the “Circular”) of Intcera High Tech Group Limited (the “Company”). Unless otherwise stated, terms used in this announcement shall have the same meaning as defined in the Circular.

The Board is pleased to announce that the special resolutions proposed for approving the removal of existing auditors and adoption of new Memorandum and Articles of Association and the ordinary resolution proposed for approving the appointment of new auditors were duly passed by the Shareholders by way of poll at the EGM held on 23 February 2009.

* *For identification purpose only*

The voting results at the EGM are as follows:

Resolutions		Number of votes cast (%)		Total number of votes cast
		For	Against	
1	To remove NCN CPA Limited as auditors of the Group.	3,789,541,883 (100%)	Nil (0%)	3,789,541,883
As all of the votes were cast in favour of this resolution, the resolution was passed as a special resolution unanimously.				
2	To adopt the new Memorandum and Articles of Association of the Company.	3,789,541,883 (100%)	Nil (0%)	3,789,541,883
As all of the votes were cast in favour of this resolution, the resolution was passed as a special resolution unanimously.				
3	To appoint W.H. Tang & Partners CPA Limited as auditors of the Group and to authorise the Board to fix their remuneration.	3,789,541,883 (100%)	Nil (0%)	3,789,541,883
As all of the votes were cast in favour of this resolution, the resolution was passed as an ordinary resolution unanimously.				

As at the date of the EGM, the issued share capital of the Company comprised 7,066,174,620 Shares.

Since none of the Shareholders was required to abstain from voting on any of the resolutions proposed at the EGM (the “**Resolutions**”), the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions was 7,066,174,620 Shares. No Shareholder was entitled to attend and to vote only against the Resolutions and no parties who have stated their intention in the Circular to vote against the Resolutions or to abstain have done so at the EGM. Tricor Abacus Limited, the Company’s Hong Kong branch share registrar, acted as scrutineers for the purpose of the poll at the EGM.

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

Hong Kong, 23 February 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 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.