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ARMITAGE TECHNOLOGIES HOLDING LIMITED
(萬達資訊科技控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8213)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Armitage Technologies Holding Limited (the “**Company**”) will be held at 10/F., Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 9 February 2010, at 4:00 pm to consider and, if thought fit, pass the following ordinary resolution of the Company:

ORDINARY RESOLUTION

“**That**

- (a) the entry by the Company into the subscription agreement dated 22 December 2009 (the “**Subscription Agreement**”) with First Glory Holdings Limited (the “**Subscriber**”) (a copy of which has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes), the terms and conditions thereof and transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (b) issuance of convertible bonds in the aggregate principal amount of HK\$52 million (the “**Convertible Bond**”) by the Company upon completion of the Subscription Agreement in accordance with the terms and conditions thereof be and is hereby approved;
- (c) subject to and conditional upon, among others, the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Conversion Shares (as defined below), the allotment and issue of new shares (the “**Conversion Shares**”) in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Bond be and is hereby approved, and the directors of the Company (the “**Directors**”) be and are hereby authorized to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the instrument constituting the Convertible Bond; and

* *For identification purpose only*

- (d) any one director or, if the affixation of the common seal of the Company is necessary, any one director and the company secretary of the Company or any two directors or such other person (including a director) or persons as the board of directors of the Company may appoint be and is/are hereby authorised for and on behalf of the Company to approve and execute all documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or related to the Subscription Agreement, the issue of the Convertible Bonds, the issue of the Conversion Shares and transactions contemplated thereunder and completion thereof as he/she/they may consider necessary, desirable or expedient.”

By order of the Board
ARMITAGE TECHNOLOGIES HOLDING LIMITED
Lee Shun Hon, Felix
Chairman

Hong Kong, 22 January 2010

Registered Office:

Ugland House P.O. Box 309 GT
South Church Street
George Town
Grand Cayman

Principal place of

business in Hong Kong:
10th Floor, Everwin Centre
72 Hung To Road
Kwun Tong
Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed with the circular despatched on 22 January 2010 to the members of the Company.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy needs not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the meeting or any adjourned meeting should you so wish.

As at the date of this announcement, the Company's executive directors are Mr. Lee Shun Hon, Felix, Ms. Jim Sui Fun and Mr. Lee Wai Yip, Alvin; the non-executive director is Dr. Liao, York; the independent non-executive directors are Mr. Anthony Francis Martin Conway, Mr. Chan Hang and Mr. Li Pak Ki.

This announcement, for which the Directors 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 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.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.