

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.



FIRST GLORY HOLDINGS LIMITED

(Incorporated in the British Virgin Islands with limited liability)

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)

JOINT ANNOUNCEMENT

**MANDATORY UNCONDITIONAL CASH OFFER BY
CIMB SECURITIES (HK) LIMITED
ON BEHALF OF FIRST GLORY HOLDINGS LIMITED
FOR ALL THE OFFER SHARES AND CANCELLATION OF ALL
OUTSTANDING SHARE OPTIONS**

CLOSING OF OFFERS

**Financial Adviser to
First Glory Holdings Limited**



CIMB Securities (HK) Limited

**Financial Adviser to
Armitage Technologies Holding Limited**



Karl Thomson Financial Advisory Limited

CLOSING OF OFFERS

The Offers closed on 5 March 2010.

LEVEL OF ACCEPTANCES

As at 4:00 p.m. (Hong Kong time) on Friday, 5 March 2010, being the latest time and date for acceptance of the Offers, there was no valid acceptance of Offer Shares or Offer Options. The Offeror has not extended or revised the Offers.

As at the date of this joint announcement, First Glory owned an aggregate of 432,845,290 Shares, representing approximately 56.19% of the issued share capital of the Company.

INTRODUCTION

Reference is made to the joint announcement dated 7 January 2010 issued by First Glory and the Company in connection with the mandatory unconditional cash offer by CIMB, on behalf of First Glory, to acquire all the issued shares in the capital of the Company and for the cancellation of all outstanding options of the Company, the composite document (the “Composite Document”) jointly issued by First Glory and the Company dated 12 February 2010 in relation to the Offers, and the joint announcement issued by First Glory and the Company dated 12 February 2010 in relation to, among others, the despatch of the Composite Document to the Shareholders and the Optionholders.

All capitalised terms used herein shall, unless otherwise defined, have the same meaning as defined in the Composite Document.

CLOSING OF OFFERS

The Offers closed on 5 March 2010.

LEVEL OF ACCEPTANCES

As at 4:00 p.m. (Hong Kong time) on Friday, 5 March 2010, being the latest time and date for acceptance of the Offers, there was no valid acceptance of Offer Shares or Offer Options. The Offeror has not extended or revised the Offers.

GENERAL

For the purpose of the Takeovers Code, the offer period has commenced on 6 November 2009, being the date on which First Glory and the Company jointly announced a possible change in control of the Company.

Immediately prior to the commencement of the offer period, First Glory and parties acting in concert with it did not hold, control or direct any Shares or rights over Shares.

Immediately following the Share Sale Completion, First Glory and parties acting in concert with it owned an aggregate of 432,845,290 Shares, representing approximately 56.19% of the issued share capital of the Company as at the date of this joint announcement.

Upon closing of the Offers, as there was no valid acceptance of Offer Shares or Offer Options as at 4:00 p.m. (Hong Kong time) on Friday, 5 March 2010, being the latest

time and date for acceptance of the Offers, First Glory and parties acting in concert with it owned an aggregate of 432,845,290 Shares, representing approximately 56.19% of the issued share capital of the Company as at the date of this joint announcement.

Save for the acquisition of the Sale Shares pursuant to the Sale and Purchase Agreement and the subscription of the Armitage Convertible Bond pursuant to the Armitage Subscription Agreement, First Glory and the parties acting in concert with it had not acquired or agreed to acquire any securities or voting rights of the Company during the offer period.

As at the date of this joint announcement, neither First Glory nor any parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the offer period.

EXERCISE OF SHARE OPTIONS

An aggregate of 20,300,000 Shares (the “Subscription Shares”) have been issued on 12 February 2010 upon the exercise of the Share Options by the Optionholders. Immediately after the allotment and issue of the Subscription Shares, the total number of issued Shares has been increased to 770,300,000 Shares.

SHAREHOLDING STRUCTURE

The table below sets out the shareholding structure of the Company immediately before the commencement of the Offers and immediately after closing of the Offers.

	Number of Shares held immediately before commencement of the Offers	Approximate percentage of shareholding (%)	Number of Shares held immediately after closing of the Offers	Approximate percentage of shareholding (%)
First Glory (<i>note 1</i>)	432,845,290	57.71	432,845,290	56.19
Winbridge (<i>note 2</i>)	29,988,007	4.00	29,988,007	3.89
Mr. Lee Wai Yip, Alvin (<i>note 3</i>)	—	—	5,500,000	0.72
Ms. Jim Sui Fun (<i>note 3</i>)	—	—	7,400,000	0.96
Subtotal	462,833,297	61.71	475,733,297	61.76
Public Shareholders	<u>287,166,703</u>	<u>38.29</u>	<u>294,566,703</u>	<u>38.24</u>
Total	<u>750,000,000</u>	<u>100.00</u>	<u>770,300,000</u>	<u>100.00</u>

Notes:

1. The Shares are held by First Glory Holdings Limited (“First Glory”), the ultimate beneficial owner of which is Mr. Tang Sing Ming Sherman, being the sole director of First Glory and a director of the Company as at the date of this joint announcement.
2. The Shares are held by Winbridge Company Limited (“Winbridge”), which is owned as to 99% by Dr. Liao, York and therefore Dr. Liao, York was deemed to have an interest in these shares in which Winbridge was interested. Dr. Liao, York is a director of the Company as at the date of this joint announcement.
3. Mr. Lee Wai Yip, Alvin and Ms. Jim Sui Fun are directors of the Company as at the date of this joint announcement.

For and on behalf of
First Glory Holdings Limited
Tang Sing Ming Sherman
Sole Director

By order of the Board of
Armitage Technologies Holding Limited
Lee Shun Hon, Felix
Executive Director

Hong Kong, 5 March 2010

As at the date of this joint announcement, the Company’s executive directors are Mr. Tang Sing Ming Sherman, 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, Mr. Li Pak Ki, Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter.

As at the date of this joint announcement, Mr. Tang Sing Ming Sherman is the sole director of the Offeror.

This joint 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 joint announcement (other than those in relation to the Offeror and parties acting in concert with it) 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 joint announcement misleading; and (3) all opinions expressed in this joint announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group, the Vendors and parties acting in concert with each of them) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

** For identification purpose only*