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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)

PLACING OF EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE AND RESUMPTION OF TRADING

PLACING AGREEMENT

On 18 May 2010, the Vendor, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Vendor has agreed to place, and the Placing Agent has agreed to procure not less than six Placees, on a best effort basis, for the purchase of up to 110,000,000 Shares at the Placing Price of HK\$0.20 per Placing Share. The maximum number of the Placing Shares represent (i) about 11.34% of the Company's existing issued share capital of 970,300,000 Shares as at the date of this announcement and (ii) about 10.18% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares.

SUBSCRIPTION AGREEMENT

On 18 May 2010, the Vendor and the Company entered into the Subscription Agreement pursuant to which the Vendor has agreed to subscribe for such number of Subscription Shares which is equivalent to the number of Placing Shares actually placed under the Placing, being a maximum number of 110,000,000 Subscription Shares at the Subscription Price of HK\$0.20 per Subscription Share.

The Subscription is conditional upon (i) the completion of the Placing; and (ii) the Stock Exchange granting listing of and permission to deal in the Subscription Shares. Under Rule 20.31(3)(d) of the GEM Listing Rules, the Subscription must be completed within 14 days after the date of the Placing Agreement, that is, on or before 1 June 2010. If completion of the Subscription does not take place within 14 days after the date of the Placing Agreement, it will be a connected transaction and the Company is required to comply with all the requirements in relation to connected transaction under the GEM Listing Rules.

Further announcement will be made by the Company upon completion of the Placing and the Subscription.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in Shares on the Stock Exchange has been suspended from 9:30 a.m. on 18 May 2010. Application has been made for the resumption of trading in Shares on the Stock Exchange from 9:30 a.m. on 19 May 2010.

PLACING AGREEMENT

Date:

18 May 2010

Parties:

The Vendor, the Company and the Placing Agent

The Vendor:

First Glory Holdings Limited, the controlling shareholder of the Company. As at the date of this announcement, the Vendor is the beneficial owner of 632,845,290 Shares, representing approximately 65.22% of the entire issued share capital of the Company.

Number of Placing Shares to be placed:

The maximum number of 110,000,000 Shares represent (i) about 11.34% of the Company's existing issued share capital of 970,300,000 Shares and (ii) about 10.18% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares.

Placing agent:

Karl-Thomson Securities Company Limited

The Placing Agent and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

The Placing Agent will be entitled to receive a placing agent commission of 1.25% on the gross proceeds of the actual number of the Placing Shares being placed, which was arrived at after arm's length negotiation between the Company and the Placing Agent. The Directors consider that the rate of the commission is fair and reasonable.

Placees

The Placing Agent agreed to place the Placing Shares, on a best effort basis, to not fewer than six Placees who are independent of and not connected with the Company, the Vendor, the directors, chief executive, substantial shareholders and management shareholders (as those terms are defined in the GEM Listing Rules) of the Company, its subsidiaries and their respective associates (as defined in the GEM Listing Rules).

Placing Price:

HK\$0.20 per Placing Share, representing a discount of approximately 0.99% to the closing price of HK\$0.202 per Share as quoted on the Stock Exchange on the Last Trading Day, and a discount of approximately 1.09% to the average closing price of HK\$0.2022 per Share as quoted on the Stock Exchange for the last five trading days ended on and including the Last Trading Day.

Rights:

The Placing Shares will be sold free of any third party rights and together with all dividends and distributions declared, made or paid after the date of the Placing Agreement.

Completion:

Completion of the Placing is unconditional and will take place on 20 May 2010.

SUBSCRIPTION AGREEMENT

Date:

18 May 2010

Parties involved:

The Company and the Vendor

Number of new Shares subscribed for:

The number of Subscription Shares is equivalent to the number of Placing Shares actually placed under the Placing, being a maximum number of 110,000,000 Subscription Shares.

Subscription Price:

The Subscription Price is HK\$0.20 per Subscription Share. The Subscription Price is the same as the Placing Price and was determined after arm's length negotiation between the Company and the Vendor with reference to the Placing Price.

The Company will pay the costs and expenses of the Subscription, and will repay to the Vendor its costs and expenses of the Placing. The net price to the Company of each Subscription Share is about HK\$0.196.

The Directors are of the view that the Subscription Price, which is the same with the Placing Price, is fair and reasonable.

Shareholding structure of the Company before and after the Placing and Subscription:

Save for the convertible bond issued by the Company (“**Convertible Bond**”) in the outstanding principal amount of HK\$39 million which may be convertible into 600,000,000 Shares upon full conversion assuming that there is no adjustment to the initial conversion price of HK\$0.065 per Share (please refer to the note below) and options granted under an employee share option scheme to subscribe for up to 2,000,000 Shares, the Company has no other warrants, options or other convertible securities which are still outstanding as at the date of this announcement.

Note: According to the terms and conditions of the Convertible Bond, conversion of the Convertible Bond is subject to compliance with the GEM Listing Rules and the Takeovers Code and any such conversion shall not result in the shareholding of the Company held by the public being less than the then minimum public float requirement as stipulated by the GEM Listing Rules at the time of such conversion.

The following table sets out the shareholding structure of the Company prior to and upon completion of the Placing and the Subscription (assuming that there are no other changes in the issued share capital of the Company and the Placing Shares are placed in full):

	Existing shareholding		Shareholding after the Placing but before the Subscription		Shareholding after the Placing and Subscription	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Vendor (note 1)	632,845,290	65.22	522,845,290	53.88	632,845,290	58.58
Mr. Lee Shun Hon, Felix (note 2)	100,000	0.01	100,000	0.01	100,000	0.01
Winbridge Company Limited (note 3)	29,988,007	3.09	29,988,007	3.09	29,988,007	2.78
Mr. Lee Wai Yip, Alvin (note 4)	3,100,000	0.32	3,100,000	0.32	3,100,000	0.29
Ms. Jim Sui Fun (note 4)	7,400,000	0.76	7,400,000	0.76	7,400,000	0.68
The placees	—	—	110,000,000	11.34	110,000,000	10.18
Other public	<u>296,866,703</u>	<u>30.60</u>	<u>296,866,703</u>	<u>30.60</u>	<u>296,866,703</u>	<u>27.48</u>
Total	<u>970,300,000</u>	<u>100.00</u>	<u>970,300,000</u>	<u>100.00</u>	<u>1,080,300,000</u>	<u>100.00</u>

Notes:

1. It takes no account of Shares that may fall to be issued upon the exercise of the conversion right to the Convertible Bond.
2. Mr. Lee Shun Hon, Felix is an executive Director as at the date of this announcement.
3. Winbridge Company Limited (“Winbridge”) is owned as to 99% by Dr. Liao, York, who is a former non-executive Director, and therefore Dr. Liao, York is deemed to be interested, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), in the said 29,988,007 Shares held by Winbridge. Dr. Liao, York resigned as non-executive Director on 8 March 2010.
4. Mr. Lee Wai Yip, Alvin and Ms. Jim Sui Fun are former executive Directors, both of whom resigned as executive Directors on 8 March 2010.

Mandate to issue the Subscription Shares:

The Subscription Shares will be issued pursuant to the General Mandate granted to the Directors at the annual general meeting of the Company held on 14 August 2009. The Directors were authorised to allot and issue up to 150,000,000 Shares pursuant to the General Mandate. Up to the date of the Announcement, the Directors have not utilised the General Mandate except in relation to the proposed issue of the consideration shares to Caddell Investments Limited pursuant to the conditional sale and purchase agreement dated 17 May 2010 for the acquisition of 25% interest in the issued share capital of Netaria Limited (details of which are set out in the announcement of the Company dated 17 May 2010).

Ranking:

The Subscription Shares, when fully paid, will rank pari passu in all respects with the existing issued Shares.

Conditions of the Subscription:

The Subscription is conditional upon (i) the completion of the Placing; and (ii) the Stock Exchange granting listing of and permission to deal in the Subscription Shares.

If the conditions are not fulfilled on or prior to 30 June 2010 or such later date as may be agreed between the Company and the Vendor, the Subscription Agreement shall terminate and neither of the parties will have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breach of the Subscription Agreement.

The Company will apply to the Stock Exchange for listing of and permission to deal in the Subscription Shares.

Completion:

Under Rule 20.31(3)(d) of the GEM Listing Rules, the Subscription must be completed within 14 days after the date of the Placing Agreement, that is, on or before 1 June 2010.

If completion of the Subscription does not take place within 14 days after the date of the Placing Agreement, it will be a connected transaction and the Company is required to comply with all the requirements in relation to connected transaction under the GEM Listing Rules.

Further announcement will be made by the Company upon completion of the Subscription.

REASONS OF THE TRANSACTIONS

The net proceeds to the Company from the Subscription (assuming all Placing Shares will be duly placed) will be approximately HK\$21.6 million. The Directors consider various ways of raising funds and consider that the Placing and the Subscription represent an opportunity to enlarge the equity base of the Company and provide general working capital for the Company's business expansion. The Directors believe that the Placing and the Subscription are in the interests of the Company and its shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE 12 MONTHS IMMEDIATELY PRECEDING THE DATE OF THIS ANNOUNCEMENT

Save for the issue of the Convertible Bond which may convert into Shares upon the exercise of the conversion rights thereto, the Company has not conducted any equity fund raising exercise in the past twelve-month period immediately before the date of this announcement. The Convertible Bond was issued in the original principal amount of HK\$52 million, and part of which has been converted into 200,000,000 Shares upon conversion. The outstanding principal amount of the Convertible Bond is in the sum of HK\$39 million as at the date of this announcement.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in Shares on the Stock Exchange has been suspended from 9:30 a.m. on 18 May 2010. Application has been made for the resumption of trading in Shares on the Stock Exchange from 9:30 a.m. on 19 May 2010.

DEFINITIONS

Unless the context requires otherwise, the following words and phrases used in this announcement have the following meanings:

“Board”	the board of Directors
“Company”	Armitage Technologies Holding Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“connected person”	has the meaning set out in the GEM Listing Rules
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors at the annual general meeting of the Company held on 14 August 2009 to allot or otherwise deal with the unissued Shares

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	17 May 2010, being the full trading day immediately prior to the Placing Agreement and the Subscription Agreement were entered into
“Placee(s)”	any professional institutional or other investor procured by or on behalf of the Placing Agent to purchase any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of up to 110,000,000 Shares beneficially owned by the Vendor pursuant to the Placing Agreement
“Placing Agent”	Karl-Thomson Securities Company Limited, a licenced corporation to carry on type 1 (dealing in securities) and type 9 (asset management) regulated activities for the purpose of the Securities and Futures Commission of Hong Kong
“Placing Agreement”	a placing agreement between the Vendor, the Company and the Placing Agent dated 18 May 2010 in relation to the Placing
“Placing Price”	HK\$0.20 per Placing Share
“Placing Shares”	a total of 110,000,000 Shares beneficially owned by the Vendor and to be placed under the Placing
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement between the Company and the Vendor dated 18 May 2010 in relation to the Subscription
“Subscription”	the subscription for the Subscription Shares pursuant to the Subscription Agreement
“Subscription Price”	HK\$0.20 per Subscription Shares
“Subscription Shares”	new Shares equivalent to the number of the Placing Shares to be subscribed by the Vendor
“Takeovers Code”	Hong Kong Code of Takeovers and Mergers

“Vendor”	First Glory Holdings Limited, the controlling shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By Order of the Board
Armitage Technologies Holding Limited
Tang Sing Ming Sherman
Chairman

Hong Kong, 18 May 2010

** For identification purposes only*

As at the date of this announcement, the Company’s executive Directors are Mr. Tang Sing Ming Sherman and Mr. Lee Shun Hon, Felix; the independent non-executive Directors are Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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.

This announcement will remain on the GEM website on the “Latest Company Announcement” page for at least 7 days from the date of its posting and on the website of the Company at www.armitage.com.hk