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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)**

### **COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that the Placing was completed on 20 May 2010 in accordance with the terms and conditions of the Placing Agreement pursuant to which an aggregate of 110,000,000 Placing Shares have been successfully placed to not less than six Placees at the Placing Price of HK\$0.20 per Placing Share.

The Board is also pleased to announce that the Subscription was completed on 27 May 2010 in accordance with the terms and conditions of the Subscription Agreement pursuant to which an aggregate of 110,000,000 Subscription Shares have been issued and allotted by the Company to the Vendor at the Subscription Price of HK\$0.20 per Subscription Share.

Reference is made to the announcement of the Company dated 18 May 2010 (the “**Announcement**”) in relation to the Placing and Subscription. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

#### **Completion of the Placing**

The Board is pleased to announce that the Placing was completed on 20 May 2010 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 110,000,000 Placing Shares have been successfully placed to not less 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), at the Placing Price of HK\$0.20 per Placing Share.

### **Completion of the Subscription**

The Board is also pleased to announce that the Subscription was completed on 27 May 2010 in accordance with the terms and conditions of the Subscription Agreement pursuant to which an aggregate of 110,000,000 Subscription Shares, representing approximately 10.18% of the issued share capital of the Company as at the date of this announcement, have been issued and allotted by the Company to the Vendor at the Subscription Price of HK\$0.20 per Subscription Share. The net proceeds from the Subscription amount to approximately HK\$21.6 million.

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

Save for the convertible bond issued by the Company (“**Convertible Bond**”) to the Vendor 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:

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

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

Hong Kong, 27 May 2010

*\* For identification purposes only*

*As at the date of this announcement, the Company's executive Directors are Mr. Tang Sing Ming Sherman, 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](http://www.armitage.com.hk)*