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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Armitage Technologies Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

MAJOR DISPOSAL and PROPOSED CHANGE OF THE COMPANY NAME

A letter from the board of directors of Armitage Technologies Holding Limited (the “Company”) is set out on pages 5 to 17 of this circular.

An extraordinary general meeting (“EGM”) of the Company will be held at 10/F, Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong on 11 March 2011 at 10:30 a.m. A notice convening the EGM is set out at the end of this circular. A form of proxy for use in connection with the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, please complete, sign and return the form of proxy in accordance with the instructions printed on thereon to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting (as the case may) should you so wish.

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

17 February 2011

* For identification purpose only

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Announcement”	the announcement of the Company dated 25 January 2011
“Aggregated Consideration”	the ATL(HK) Consideration and the ATL(SZ) Consideration
“Agreements”	the Sale and Purchase Agreement and the Equity Interest Transfer Agreement
“AHL”	Armitage Holdings Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Alpha Skill”	Alpha Skill Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Assignment of Shareholder’s Loans”	the deed of assignment of the Shareholder’s Loans to be executed by Alpha Skill in favour of Glorywin pursuant to the terms of the Sale and Purchase Agreement
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“ATL(GZ)”	廣州萬迅電腦軟件有限公司 (Guangzhou Armitage Technologies Limited) a wholly foreign owned enterprise incorporated under the laws of the PRC and is directly wholly owned by AHL
“ATL(HK)”	Armitage Technologies Limited, a company incorporated in Hong Kong with limited liability
“ATL(HK) Completion”	completion of the sale and purchase of the Sale Shares and the assignment of the Shareholder’s Loans pursuant to the terms of the Sale and Purchase Agreement
“ATL(HK) Consideration”	the total consideration payable for the Sale Shares and the Shareholder’s Loans under the Sale and Purchase Agreement
“ATL(SZ)”	萬迅電腦軟件(深圳)有限公司 (Armitage Technologies (Shenzhen) Limited), a wholly foreign owned enterprise incorporated under the laws of the PRC
“ATL(SZ) Completion”	completion of the ATL(SZ) Transfer pursuant to the terms of the Equity Interest Transfer Agreement

DEFINITIONS

“ATL(SZ) Consideration”	the total consideration payable for the Equity Interest under the Equity Interest Transfer Agreement, which is in the sum of HK\$100,000
“ATL(SZ) Transfer”	the transfer of the Equity Interest in ATL(SZ) from AHL to Glorywin pursuant to the Equity Interest Transfer Agreement
“Board”	the board of Directors
“Business Day”	a day (other than Saturday) on which banks in Hong Kong are generally open for business
“Change of Company Name”	the change of the English name of the Company from “Armitage Technologies Holding Limited” to “Epicurean and Company, Limited” and to adopt the Chinese name “惟膳有限公司” as its official Chinese name to replace “萬達資訊科技控股有限公司” which is for identification purposes only
“Company”	Armitage Technologies Holding Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Growth Enterprise Market of the Stock Exchange
“Completion”	the ATL(HK) Completion and the ATL(SZ) Completion
“Completion Accounts”	collectively, the respective unaudited profit and loss accounts of ATL(HK) and ATL(SZ) for the period commencing on the day which is immediately after the Latest Management Accounts Date up to, and the unaudited balance sheet of ATL(HK) and ATL(SZ) as at, the date of Completion
“Conditions Fulfilment Date”	30 June 2011
“Connected Person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Directors”	directors of the Company
“Disposal”	collectively: (i) the sale of the Sale Shares and the assignment of the Shareholder’s Loans as contemplated under the Sale and Purchase Agreement; and (ii) the ATL(SZ) Transfer as contemplated under the Equity Interest Transfer Agreement
“EGM”	an extraordinary general meeting of the Shareholders of the Company to be convened for the purpose of considering and, if thought fit, approving the proposed Disposal and the proposed Change of Company Name

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“Equity Interest”	the entire equity interest and registered capital of ATL(SZ)
“Equity Interest Transfer Agreement”	the agreement dated 25 January 2011 and entered into between AHL as the vendor and Glorywin as the purchaser for the transfer of the Equity Interest
“First Glory”	First Glory Holdings Limited, a company incorporated in the British Virgin Islands and the controlling shareholder of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Glorywin”	Glorywin Holdings Limited, a company incorporated in Hong Kong with limited liability
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Parties”	the third parties which, to the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, are independent of the Company and its Connected Persons
“Latest Management Accounts Date”	the last day of the calendar month which the most updated unaudited profit and loss accounts of ATL(HK) and ATL(SZ) and the corresponding unaudited balance sheets are available before the Completion takes place
“Latest Practicable Date”	means 15 February 2011, being the latest practicable date for ascertaining certain information contained in this circular
“Post-completion Adjustment Amount”	the amount representing any change in the combined net asset value or the combined net liability (as the case may be) of ATL(HK) and ATL(SZ) after the Latest Management Accounts Date up to the date of Completion, plus the amount representing any change of the Shareholder’s Loans after the Latest Management Accounts Date up to the date of Completion, as shown in the Completion Accounts

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“Pre-completion Adjustment Amount”	the amount representing any change in the combined net asset value or the combined net liability (as the case may be) of ATL(HK) and ATL(SZ) from 1 January 2011 to the Latest Management Accounts Date, plus the amount representing any change of the Shareholder’s Loans after 31 December 2010 up to the Latest Management Accounts Date
“PRC”	The People’s Republic of China
“Sale and Purchase Agreement”	the conditional agreement dated 25 January 2011 and entered into between Alpha Skill as the vendor and Glorywin as the purchaser in relation to the sale and purchase of the Sale Shares and the Shareholder’s Loans
“Sale Shares”	99,600 ordinary shares of nominal value of HK\$10.00 each in the share capital of ATL(HK), representing 100% of the issued share capital of ATL(HK)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary shares with nominal value of HK\$0.01 each in the Company
“Shareholder(s)”	holder(s) of the Shares
“Shareholder’s Loans”	the shareholder’s loans owing by ATL(HK) to Alpha Skill calculated up to the date of the ATL(HK) Completion and to be assigned by Alpha Skill to Glorywin pursuant to the terms of the Sale and Purchase Agreement, which amount to HK\$28,065,958.99 as at 31 December 2010 (subject to any adjustment in accordance with the terms of the Sale and Purchase Agreement)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“Very Substantial Disposal”	has the meaning ascribed thereto in the GEM Listing Rules
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Tang Sing Ming Sherman (*Chairman*)
Mr. Lee Shun Hon, Felix

Independent non-executive Directors:

Mr. Bhanusak Asvaintra
Mr. Chan Kam Fai Robert
Mr. Chung Kwok Keung Peter

Registered Office:

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

Principal place of business in

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

17 February 2011

To the Shareholders

Dear Sir or Madam,

MAJOR DISPOSAL **and** **PROPOSED CHANGE OF THE COMPANY NAME**

1. INTRODUCTION

Reference is made to the Announcement, in which the Company announced, amongst other things, that on 25 January 2011 (after the trading hours), Alpha Skill, a wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with Glorywin, pursuant to which Alpha Skill has conditionally agreed to sell and Glorywin has conditionally agreed to purchase (i) the Sale Shares, representing the entire issued share capital of ATL(HK); and (ii) the Shareholder's Loans, representing the entire shareholder's loan due and owing by ATL(HK) to Alpha Skill, at the ATL(HK) Consideration. It was also stated in the Announcement that on 25 January 2011 (after the trading hours), AHL, a wholly-owned subsidiary of the Company, entered into the Equity Interest Transfer Agreement with Glorywin, pursuant to which AHL has conditionally agreed to sell and Glorywin has conditionally agreed to purchase the Equity Interest, representing the entire equity interest and registered capital of ATL(SZ) at the ATL(SZ) Consideration.

** For identification purpose only*

LETTER FROM THE BOARD

It was further announced in the Announcement that the Board proposes to change the English name of the Company from “Armitage Technologies Holding Limited” to “Epicurean and Company, Limited” and to adopt the Chinese name “惟膳有限公司” as its official Chinese name to replace “萬達資訊科技控股有限公司” which is for identification purposes only.

The purpose of this circular is to provide you with further details of the proposed Disposal and the proposed Change of Company Name and the notice of the EGM despatched to the Shareholders and other information in compliance with the GEM Listing Rules.

2. THE DISPOSAL

A. The Sale and Purchase Agreement

On 25 January 2011 (after the trading hours), Alpha Skill, a wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with Glorywin.

The principal terms of the Sale and Purchase Agreement are set out below:

Date

25 January 2011

Parties

Vendor: Alpha Skill, a wholly-owned subsidiary of the Company

Purchaser: Glorywin

The Directors confirm that, to the best of their knowledge, information and belief and having made all reasonable enquiries, Glorywin and its ultimate beneficial owner(s) are Independent Third Parties of and not connected with the Company and its Connected Persons.

Assets to be disposed of

Pursuant to the terms of the Sale and Purchase Agreement, Alpha Skill has conditionally agreed to sell and Glorywin has conditionally agreed to purchase (i) the Sale Shares, representing the entire issued share capital of ATL(HK); and (ii) the Shareholder’s Loans, representing the entire shareholder’s loan due and owing by ATL(HK) to Alpha Skill.

Consideration

The total consideration payable by Glorywin to Alpha Skill under the Sale and Purchase Agreement is at the ATL(HK) Consideration, which shall be calculated with reference to the following formula:

LETTER FROM THE BOARD

The ATL(HK) Consideration shall equal to: (i) the combined net asset value or the combined net liability (as the case may be) of ATL(HK) and ATL(SZ) as at 31 December 2010; *plus* (ii) the amount of the Shareholder's Loans as at 31 December 2010; *plus* (iii) the Pre-completion Adjustment Amount; *minus* (iv) the ATL(SZ) Consideration; *plus* (v) any Post-completion Adjustment Amount, provided that if the Post-completion Adjustment Amount represents a sum which is less than HK\$100,000, such Post-completion Adjustment Amount shall be ignored in calculating the ATL(HK) Consideration.

Subject to any adjustment of the ATL(HK) Consideration to take into account the Post-completion Adjustment Amount (in the manner as mentioned below), Glorywin shall pay the ATL(HK) Consideration to Alpha Skill in cash in the following manner:— (i) a sum of HK\$300,000 shall be payable by Glorywin as deposit and part payment upon the signing of the Sale and Purchase Agreement; and (ii) the remaining balance of the ATL(HK) Consideration (other than the Post-completion Adjustment Amount, if any) shall be payable by ATL(HK) upon the ATL(HK) Completion.

Adjustment to the consideration

For the purpose of determining the Post-completion Adjustment Amount (if any), Alpha Skill shall procure ATL(HK) to prepare the Completion Accounts within 30 Business Days after the date of the ATL(HK) Completion. If the Post-completion Adjustment Amount is less than HK\$100,000, such amount shall not be included in the ATL(HK) Consideration payable by Glorywin to Alpha Skill, and neither Alpha Skill nor Glorywin shall have any claim against the other for such amount.

Either Alpha Skill or Glorywin shall pay to the other the Post-completion Adjustment Amount within 10 Business Days after the determination of such amount in the following manner:

- (a) Glorywin shall pay the Post-completion Adjustment Amount to Alpha Skill if the net sum of the Post-completion Adjustment Amount after aggregating any increase in the combined net asset value or any decrease in the combined net liability of ATL(HK) and ATL(SZ), plus any increase in the Shareholder's Loans or minus any decrease in the Shareholder's Loan after the Latest Management Accounts Date (as shown in the Completion Accounts) is or greater than HK\$100,000;
- (b) Alpha Skill shall pay the Post-completion Adjustment Amount to Glorywin if the net sum of the Post-completion Adjustment Amount after aggregating any decrease in the combined net asset value or any increase in the combined net liability of ATL(HK) and ATL(SZ), plus any decrease in the Shareholder's Loans or minus any increase in the Shareholder's Loan after the Latest Management Accounts Date (as shown in the Completion Accounts) is or greater than HK\$100,000.

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Conditions precedent

The ATL(HK) Completion is conditional upon the following conditions being satisfied or complied with on or before the Conditions Fulfilment Date:

- (a) Alpha Skill having facilitated Glorywin to undertake a legal and financial due diligence investigation in respect of ATL(HK) and ATL(SZ), and the results of which are satisfactory to Glorywin;
- (b) all applicable law, rules and regulations (including but without limitation to the GEM Listing Rules) for entering into the transaction(s) contemplated under the Sale and Purchase Agreement and the Assignment of Shareholder's Loans having been complied with;
- (c) all necessary approvals (including but without limitation to any necessary approval from the Shareholders) in respect of the transaction(s) contemplated under the Sale and Purchase Agreement and the Assignment of Shareholder's Loans having been obtained by ATL(HK) and Glorywin;
- (d) all necessary approvals in respect of the ATL(SZ) Transfer having been obtained and the ATL(SZ) Transfer is completed pursuant to the Equity Interest Transfer Agreement; and
- (e) the Disposal will not constitute a Very Substantial Disposal for the Company.

None of the above conditions precedent (except the condition set out in paragraph (a) above) can be waived by either Alpha Skill or Glorywin. Glorywin may, by written notice to Alpha Skill, waive or modify compliance with the condition set out in paragraph (a) above in whole or in part at any time on or before the Conditions Fulfilment Date.

If one or more of the above conditions precedent remains un-satisfied by the Conditions Fulfilment Date (or such later date as Alpha Skill and Glorywin may agree in writing); or becomes impossible to satisfy on or before the Conditions Fulfilment Date (or such later date as Alpha Skill and Glorywin may agree in writing), the Sale and Purchase Agreement shall automatically be terminated with immediate effect and each party's rights and obligations under the Sale and Purchase Agreement shall cease immediately on termination.

Completion

Subject to the fulfilment of all the conditions precedent, the ATL(HK) Completion shall take place within five (5) Business Days after the completion of the ATL(SZ) Transfer takes place pursuant to the Equity Interest Transfer Agreement.

LETTER FROM THE BOARD

B. The Equity Interest Transfer Agreement

On 25 January 2011 (after the trading hours), AHL, a wholly-owned subsidiary of the Company, entered into the Equity Interest Transfer Agreement with Glorywin.

The principal terms of the Equity Interest Transfer Agreement are set out below:

Date

25 January 2011

Parties

Vendor: AHL, a wholly-owned subsidiary of the Company

Purchaser: Glorywin

The Directors confirm that, to the best of their knowledge, information and belief and having made all reasonable enquiries, Glorywin and its ultimate beneficial owner(s) are Independent Third Parties of and not connected with the Company and its Connected Persons.

Assets to be disposed of

Pursuant to the terms of the Equity Interest Transfer Agreement, AHL has conditionally agreed to sell and Glorywin has conditionally agreed to purchase the Equity Interest, representing the entire equity interest and registered capital of ATL(SZ).

Consideration

The total consideration payable by Glorywin to AHL for the ATL(SZ) Transfer under the Equity Interest Transfer Agreement is at the ATL(SZ) Consideration, which is in the sum of HK\$100,000, and shall be payable in cash upon the ATL(SZ) Completion.

Condition precedent

The ATL(SZ) Completion is conditional upon the following condition precedent being satisfied or complied with on or before the Conditions Fulfilment Date:

All the applicable law, rules and regulations having been complied with and all necessary approvals having been obtained for the ATL(SZ) Transfer under the Equity Interest Transfer Agreement.

If the above condition precedent cannot be satisfied by the Conditions Fulfilment Date (or such later date as AHL and Glorywin may agree in writing), the Equity Interest Transfer Agreement shall automatically be terminated with immediate effect and each party's rights and obligations under the Equity Interest Transfer Agreement shall cease immediately on termination.

LETTER FROM THE BOARD

Completion

The ATL(SZ) Completion shall take place within 3 Business Days after the fulfilment of the condition precedent under the Equity Interest Transfer Agreement.

3. INFORMATION ON ATL(HK) AND ATL(SZ)

ATL(HK) was incorporated in Hong Kong with limited liability on 5 September 1980, and has an authorised share capital of HK\$1,500,000 divided into 150,000 ordinary shares of HK\$10.00 each, with 99,600 ordinary shares issued and fully paid up and directly wholly-owned by Alpha Skill. In turn, Alpha Skill is an indirect wholly-owned subsidiary of the Company.

ATL(HK) is principally engaged in the provision of information technology solutions, including provision of outsourcing/insourcing services to customers in Hong Kong and PRC, and the sale of proprietary enterprise resource planning (ERP) application software packages to customers in Hong Kong and PRC.

Set out below is the financial information of ATL(HK):

	For the financial year ended 31 March 2009 (audited)	For the financial year ended 31 March 2010 (audited)	For the six months ended 30 September 2010 (unaudited)
Net losses before taxation and extraordinary items	HK\$4,900,233.55	HK\$15,893,599.44	HK\$553,785.12
Net losses after taxation and extraordinary items	HK\$5,203,814.55	HK\$15,444,605.44	HK\$781,710.93

According to the management accounts of ATL(HK), the unaudited net liability of ATL(HK) as at 31 December 2010 was approximately HK\$21,409,404.15.

ATL(SZ) is a wholly foreign owned enterprise established in the PRC on 17 April 2003. It has a registered capital of RMB5 million and is wholly owned by AHL. In turn, AHL is an indirect wholly-owned subsidiary of the Company.

ATL(SZ) is principally engaged in the provision of information technology solutions, including provision of outsourcing/insourcing services to customers principally in the transportation and logistics sector in Shenzhen, and the sale of proprietary enterprise resource planning (ERP) application software packages. ATL(SZ) is also a technical resource centre for ATL(HK)'s outsourcing and fixed price projects.

LETTER FROM THE BOARD

Set out below is the financial information of ATL(SZ):

	For the financial year ended 31 March 2009 (audited)	For the financial year ended 31 March 2010 (audited)	For the six months ended 30 September 2010 (unaudited)
Net losses before and after taxation and extraordinary items	Nil	HK\$4,876,292.78	HK\$1,290,326.04

According to the management accounts of ATL(SZ), the unaudited net liability of ATL(SZ) as at 31 December 2010 was approximately HK\$3,628,385.43.

4. REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in the provision of information solutions and designing, development and sale of application software packages, and food and beverage business.

Apart from ATL(HK) and ATL(SZ), the principal operating subsidiaries of the Group carrying on the information technology business also include ATL(GZ). ATL(GZ) is a wholly foreign owned enterprise established in the PRC and is wholly owned by AHL. ATL(GZ) is principally engaged in the sale of proprietary hotel management software package mainly to customers throughout the PRC.

In light of the increasing competition in the information technology servicing industry and the difficult operating environment, the Group has been making continuous losses since the financial year ended 31 March 2004. To improve the financial and cashflow profile of the Group and to enhance its future development, the Group has been actively seeking investment opportunities. In June 2010, the Group diversified its business operations through the acquisition of the entire stake in Netaria Limited, an investment holding company operating the food and beverage business through its subsidiaries.

In order to ensure a reasonable profit margin and to maintain its competitiveness, the Group continues reviewing the possible fundamental changes to its existing business strategies, specifically on the cross border information technology services.

LETTER FROM THE BOARD

The business operations of ATL(HK) and ATL(SZ) to a large extent depend on each other. ATL(HK) has a customer network in Hong Kong, mainly with the customers in the industry of logistics and transportation. After securing customers' orders, ATL(HK) will outsource the customers' orders to ATL(SZ), which acts as a technical resource centre for Hong Kong outsourcing and fixed-price projects. In this regard, the customers of ATL(SZ) are mainly introduced by ATL(HK) through ATL(HK)'s customer network. In light of the difficult operating environment of information technology services, ATL(HK) and ATL(SZ) are facing growing pressure in pricing and profit margin due to continuous appreciation of Renminbi and increasing labour costs in the PRC.

Since ATL(HK) and ATL(SZ) continue making losses and taking into account the difficult operating environment of information technology services, the proposed Disposal, which was initiated by Glorywin, presented an opportunity to the Company to streamline the operations of the Group, so that the resources of the Group can be better allocated with a view to optimising the productivity of the Group. Under such circumstances, the Board considers that it is in the interest of the Group and the Shareholders as a whole to proceed with the Disposal.

The Aggregated Consideration was determined after arm's length negotiations based on normal commercial terms and with reference to the face value of the Shareholder's Loans and the net liability (or the net asset value, as the case may be) of ATL(HK) and ATL(SZ) as at the date of Completion.

Based on the unaudited management accounts of ATL(HK) and ATL(SZ) as at 31 December 2010, the Shareholder's Loans amounted to HK\$28,065,958.99 while the net liabilities of ATL(HK) and ATL(SZ) were approximately HK\$21,409,404.15 and HK\$3,628,385.43 respectively. Before taking into account the Pre-completion Adjustment Amount and the Post-completion Adjustment Amount (if any), the aggregated sum of the consideration for the Sale Shares, the Shareholder's Loans and the Equity Interest under the Agreements calculated up to 31 December 2010 is HK\$3,028,169.41.

If the ATL(HK) Completion and the ATL(SZ) Completion take place on or before the Conditions Fulfilment Date, the Board estimates that the Aggregated Consideration will be approximately within the range of HK\$2.5 million to HK\$4.0 million, taking into consideration the estimated monthly expenses to be incurred by ATL(HK) and ATL(SZ) in the ordinary course of business from the date of the Sale and Purchase Agreement up to 30 June 2011. As one of the conditions precedent under the Sale and Purchase Agreement, the Disposal will not constitute a Very Substantial Disposal for the Company. It is estimated that, based on the latest information up to the date of the Announcement, the Aggregated Consideration should not exceed the sum of HK\$105,970,500, in order that the Disposal will not result in a Very Substantial Disposal for the Company according to the applicable percentage ratios as defined under Rule 19.07 of the GEM Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Sale and Purchase Agreement and the Equity Interest Transfer Agreement, and the respective transactions contemplated thereunder were negotiated on an arm's length basis between the parties and are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

5. USE OF PROCEEDS

The Directors expect that the proceeds from the Disposal will be used for general working capital of the Group.

6. FINANCIAL EFFECTS OF THE DISPOSAL

Upon the Completion, ATL(HK) and ATL(SZ) will cease to be subsidiaries of the Company, and the Group will no longer have any shareholding or equity interest in ATL(HK) and ATL(SZ).

The gain or loss from the Disposal (if any) will be the difference of the Aggregated Consideration and the net amount of the combined net liabilities (or net asset value, as the case may be) of ATL(HK) and ATL(SZ) and the Shareholder's Loans as at the date of Completion respectively. In addition, the Group would expect to realise a loss in relation to accumulated impairment loss which had been made by ATL(HK) on the current account receivable from ATL(SZ) amounting to approximately HK\$4.0 million.

In accordance with the manner of adjustment as set out in the above paragraph headed "Adjustment to the consideration":

- (a) if the net sum of the Post-completion Adjustment Amount is less than HK\$100,000 after aggregating any increase in the combined net asset value or any decrease in the combined net liability of ATL(HK) and ATL(SZ), plus any increase in the Shareholder's Loans or minus any decrease in the Shareholder's Loan after the Latest Management Accounts Date (as shown in the Completion Accounts), the Group will record a loss of the amount which would otherwise be receivable by the Group;
- (b) if the net sum of the Post-completion Adjustment Amount is less than HK\$100,000 after aggregating any decrease in the combined net asset value or any increase in the combined net liability of ATL(HK) and ATL(SZ), plus any decrease in the Shareholder's Loans or minus any increase in the Shareholder's Loan after the Latest Management Accounts Date (as shown in the Completion Accounts), the Group will record a gain of the amount which would otherwise be payable by the Group; and
- (c) if the net sum of the Post-completion Adjustment Amount is or greater than HK\$100,000, there will be no gain or loss to be derived from the Disposal as the Aggregated Consideration will be exactly the net amount of the combined net liabilities (or net asset value, as the case may be) of ATL(HK) and ATL(SZ) and the Shareholder's Loans as at the date of Completion respectively.

The total assets and total liabilities of the Group would decrease by approximately HK\$10.6 million and approximately HK\$3.6 million respectively. In addition, the loss of the Group will decrease as a result of the Disposal.

LETTER FROM THE BOARD

7. FINANCIAL AND FUTURE PROSPECTS

Following the Completion, it is the intention of the Board that the Group will continue its existing information technology business and food and beverage business. The Board is optimistic about the long-term future prospects of the Group. Though the competition in the information technology industry remains keen and the operating environment for the industry is difficult, the Board will continue the business operations of ATL(GZ) while monitoring closely and regularly its business performance. On the other hand, depending on the market condition, the Board plans to expand the Group's food and beverage business after conducting detailed business review and feasibility study when appropriate business opportunities arise. As ATL(GZ) is principally engaged in selling of propriety hotel management software packages and the existing and target customers of ATL(GZ) are mostly carrying on hotel business in the PRC, the Board considers that the business operation of ATL(GZ) will widen the business network of the Group and may indirectly create investment and other business opportunities for the Group such as setting up restaurants in the hotels which are customers of ATL(GZ). On the other hand, ATL(GZ) may also benefit from the potential referral business through the marketing and other business activities of the Group's food and beverage division. Accordingly, the Group as a whole can benefit from the growth of the hospitality industry in the PRC and may enjoy the synergies with the Group's food and beverage business expansion plan.

The Directors further believe that the loss of the Group will decrease as a result of the Disposal. With the Aggregated Consideration received from the Disposal, and the resources saved from the operation of ATL(HK) and ATL(SZ) after the Disposal, the Directors believe that the Group's overall financial position will improve.

8. LISTING RULES IMPLICATIONS

As disclosed in the announcements dated 7 January 2010 and 10 February 2010 both issued jointly by the Company and First Glory, a change in control of the Company occurred on 10 February 2010 when First Glory acquired 432,845,290 Shares, representing approximately 57.71% of the then issued share capital of the Company.

Rule 19.91 of the GEM Listing Rules provides that "A listed issuer may not dispose of its existing business for a period of 24 months after a change in control (as defined in the Takeovers Code) unless the assets acquired from the person or group of persons gaining such control or his/their associates and any other assets acquired by the listed issuer after such change in control can meet the requirement of rule 11.12A of the GEM Listing Rules."

The proposed Disposal will constitute a disposal of the existing business of the Group within 24 months after the change in control of the Company. According to the Listing Committee Report 2008 (the "**Listing Committee Report**") issued by the Stock Exchange, the Listing Committee of the Stock Exchange considered and endorsed the proposal that Rule 19.91 of the GEM Listing Rules would apply in circumstances where:

- (a) there has been an injection of assets from the new controlling shareholder; and

LETTER FROM THE BOARD

- (b) where taking into account the disposal(s), the asset injection (or a series of injections) from the new controlling shareholder during the period leading to and after the change in control, would have resulted in a very substantial acquisition.

The Listing Committee Report further states that the Securities and Futures Commission has given consent pursuant to Rule 2.07 of the GEM Listing Rules and agreed to allow the Stock Exchange to grant waivers of general application such that Rule 19.91 of the GEM Listing Rules would not apply unless the listed issuer falls under the circumstances described above.

Based on the above ground, as there has not been any injection of assets from First Glory which results in a very substantial acquisition (as defined in the GEM Listing Rules) of the Company since the change in control, an application has been made by the Company to the Stock Exchange for a waiver from strict compliance with Rule 19.91 of the GEM Listing Rules, and such waiver has been granted by the Stock Exchange on 11 January 2011.

Since the applicable percentage ratios as defined under Rule 19.07 of the GEM Listing Rules are more than 25% but less than 75%, the Disposal contemplated under the Agreements constitutes a major disposal for the Company, and is therefore subject to the requirements of reporting, announcement and Shareholders' approval.

The Directors have made enquiry with Mr. Cheng Paul Chi Ming, the sole director of Glorywin, and was confirmed by him that he and his associates held 4,130,000 Shares as at the Latest Practicable Date, representing approximately 0.38% interest in the total issued share capital of the Company. As Mr. Cheng Paul Chi Ming is considered to have a material interest in the Agreements, he and his associates are required to abstain from voting at the EGM to approve the Agreements and the transactions contemplated thereunder.

Save as disclosed above, to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, other than Mr. Cheng Paul Chi Ming no existing Shareholder has any material interest in the Agreements and no Shareholder is required to abstain from voting at the EGM to approve the Agreements and the transactions contemplated thereunder.

9. GENERAL INFORMATION

The Group is principally engaged in the provision of information solutions and designing, development and sale of application software packages, and food and beverage business.

Glorywin is principally engaged in investment holding.

10. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "Armitage Technologies Holding Limited" to "Epicurean and Company, Limited" and to adopt the Chinese name "惟膳有限公司" as its official Chinese name to replace "萬達資訊科技控股有限公司" which is for identification purposes only.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will provide the Company with a fresh corporate image and will better reflect the business diversity of the Group, which is in the interest of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the EGM to approve the proposed Change of Company Name; and (ii) the approval by the Registrar of Companies in the Cayman Islands for the use of the proposed new name by the Company.

Once the special resolution on the proposed Change of Company Name has been passed, the Company will file a certified copy of the said resolution with the Registrar of Companies in the Cayman Islands to effect the change. The proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new name of the Company into the register of companies in place of the existing name.

Upon the Change of Company Name taking effect and the receipt of the Certificate of Incorporation on Change of Name from the Registry of Companies in the Cayman Islands, the Company will carry out the necessary filing procedures in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong.

Effects of the Change of Company Name

The proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates in issue bearing the present name of the Company shall continue to be evidence of title to such shares and valid for trading, settlement and registration purposes. There will not be any arrangement for exchange of the existing share certificates.

After the Change of Company Name becomes effective, all new share certificates of the Company will be issued in the new name of the Company and the English and Chinese stock short names of the Company will also be changed.

The Company will issue further announcement(s) on the expected timetable for the proposed Change of Company Name as and when appropriate.

11. RECOMMENDATION

The Board is of the view that the terms of the Sale and Purchase Agreement and the Equity Interest Transfer Agreement, and the respective transactions contemplated thereunder were negotiated on an arm's length basis between the parties and are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. Furthermore, the Board considers that the proposed Change of Company Name is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, the Board recommends that the Shareholders: (a) to vote in favour of the ordinary resolution to be proposed at the EGM to approve the entering into of the Sale and Purchase Agreement and the Equity Interest Transfer Agreement, and the respective transactions contemplated thereunder; and (b) to vote in favour of the special resolution to be proposed at the EGM to approve the proposed Change of Company Name.

12. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of
Armitage Technologies Holding Limited
Tang Sing Ming Sherman
Chairman

1. INDEBTEDNESS STATEMENT

As at the close of business on 31 December 2010, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the printing of this circular, the Group had indebtedness as follows:

Borrowing

	<i>HK\$'000</i>
Obligation under finance lease	290

Debt securities

As at 31 December 2010, the Group had outstanding principal amount of HK\$39,000,000 payable under convertible bonds.

Mortgages and charges

As at 31 December 2010 except for a motor vehicle held under finance lease with carrying amount of approximately HK\$550,000, the Group did not have any mortgages and charges.

Contingent Liabilities

Under the Employment Ordinance, the Group is obliged to make lump sum payments upon cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employee's final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

The Group has contingent liabilities in respect of possible future long service payments to employees under the Employment Ordinance, with a maximum possible amount of approximately HK\$1.3 million at 31 December 2010. The contingent liability has arisen because, at the balance sheet date, a number of current employees have achieved the required number of years of service to the Group in order to be eligible for long services payments under the Employment Ordinance if their employment is terminated under certain circumstances. No provision has been recognized for employees in respect of such possible payments, as it is not considered probable that the situation will result in material future outflow of resources from the Group.

Save as disclosed above and apart from intra-group liabilities and normal trade payables, as at the close of business on 31 December 2010, the Group did not have any loan capital issued or agreed to be issued, bank overdrafts, loans, debt securities issued and outstanding, and authorised or otherwise created but unissued and term loans or other borrowings, indebtedness in the nature of borrowings, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, finance lease or hire purchase commitments, which are either guaranteed, unguaranteed, secured or unsecured, guarantees or other material contingent liabilities.

2. WORKING CAPITAL

Taking into account the financial resources available to the Group, the Directors are of the opinion that the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

1. RESPONSIBILITY STATEMENT

This circular, 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 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

2. DISCLOSURE OF INTERESTS

(i) Interests of Directors and chief executive in the Shares, underlying Shares

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange (a) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange, were as follows:

Interests and short positions in the Shares of the Company

Name of director	Type of interests	Approximate percentage of interest (note 2)	No. of Shares
Tang Sing Ming Sherman (note 1)	corporate	57.78%	632,845,290
Lee Shun Hon, Felix	personal	0.01%	100,000

Notes:

- The said 632,845,290 Shares are directly held by First Glory, which is wholly and beneficially owned by Mr. Tang Sing Ming Sherman (“**Mr. Tang**”). First Glory also holds convertible bonds (“**Convertible Bonds**”) issued by the Company in the aggregate principal amount of HK\$39 million pursuant to which a total of 600,000,000 Shares of the Company will be issued upon full conversion assuming that there is no adjustment to the initial conversion price of HK\$0.065 per Share. Mr. Tang is the sole legal and beneficial owner of First Glory. Mr. Tang 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 632,845,290 Shares and the Convertible Bonds which First Glory is interested in.
- Based on 1,095,300,000 Shares of the Company in issue as at the Latest Practicable Date.

Interests and short positions in underlying shares of equity derivatives of the Company

Name of director	Type of interests	Approximate percentage of interest (note 2)	No. of Shares
Tang Sing Ming Sherman (note 1)	corporate	54.78%	600,000,000

Note:

1. The said 600,000,000 Shares represent the total number of Shares which will be issued upon full conversion of the Convertible Bonds held by First Glory in the aggregate principal amount of HK\$39 million, assuming that there is no adjustment to the initial conversion price of HK\$0.065 per Share. According to the terms of the Convertible Bonds, conversion of the Convertible Bonds is subject to compliance with the GEM Listing Rules and the Code on Takeovers and Mergers, 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 requirements as stipulated in the GEM Listing Rules at the time of such conversion. Mr. Tang, 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 Convertible Bonds held by First Glory.
2. Based on 1,095,300,000 Shares of the Company in issue as at the Latest Practicable Date.

Long positions in underlying shares of equity derivatives of the Company

Outstanding options granted to the Directors under the share option scheme adopted on 26 February 2003:

Name of Director	Date of grant	Exercise price (per Share) HK\$	Number of share options outstanding	Approximate percentage of interest (note 1)	Exercise period
Bhanusak Asvaintra	13 August 2010	0.142	1,000,000	0.09%	13 August 2011 to 12 August 2020
Chan Kam Fai Robert	13 August 2010	0.142	1,000,000	0.09%	13 August 2011 to 12 August 2020
Chung Kwok Keung Peter	13 August 2010	0.142	1,000,000	0.09%	13 August 2011 to 12 August 2020

Note:

1. Based on 1,095,300,000 Shares of the Company in issue as at the Latest Practicable Date.

Interests in the shares of associated corporations of the Company

Name of Director	Name of associated corporation	Capacity	Number of ordinary shares	Percentage of interest held
Tang Sing Ming Sherman	First Glory Holdings Limited	Beneficial owner	1	100%

Interests in debentures of the Company

Name of director	Type of interests	Amount of Debentures
Tang Sing Ming Sherman (note 1)	corporate	HK\$39 million

Note:

1. The said HK\$39 million represents the aggregate outstanding principal amount of the Convertible Bonds held by First Glory, which is wholly-owned by Mr. Tang. Assuming that there is no adjustment to the initial conversion price of HK\$0.065 per Share, a total of 600,000,000 Shares will be issued upon full conversion of the Convertible Bonds.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and Stock Exchange.

(ii) Interests of Substantial Shareholders

- (a) As at the Latest Practicable Date, so far as was known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short positions in the Shares, underlying Shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or held any option in respect of such capital:

Name of shareholder	Capacity	Approximate percentage of interest (note 2)	No. of Shares
First Glory Holdings Limited (note 1)	corporate	57.78%	632,845,290

Note:

1. First Glory is wholly and beneficially owned by Mr. Tang.
2. Based on 1,095,300,000 Shares of the Company in issue as at the Latest Practicable Date.

- (b) Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person, other than the Directors and the chief executives of the Company, who had, or was deemed to have, interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or held any option in respect of such capital.

3. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or the controlling Shareholders or any of their respective associates or the employees of the Group had any interest in a business which competes or may compete directly or indirectly with the business of the Group or any other conflicts of interests with the Group.

None of the Directors has any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or which are proposed to be acquired or disposed of by or leased to, the Company, or any of its subsidiaries during the period since 31 March 2010, the date to which the latest published audited financial statements of the Group were made up, up to and including the Latest Practicable Date, save and except that: a tenancy agreement dated 24 December 2009 (“**Tenancy Agreement**”) was entered into between Supercom Investments Limited as the landlord and ATL(HK) as the tenant in respect of the premises at 10th Floor, Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong for a term of 2 years from 1 January 2010 to 31 December 2011 at a monthly rental of HK\$42,000.00. Supercom Investments Limited is owned as to: (i) 40% by Mr. Lee Shun Hon, Felix, an executive Director; (ii) 10% by Ms. Leung Mee Chun, Stella, the spouse of Mr. Lee Shun Hon, Felix; and (iii) 50% by Kingspecial Investments Limited. In turn, Kingspecial Investments Limited is owned as to: (i) 30% by Mr. Lee Shun Kwong, a brother of Mr. Lee Shun Hon, Felix; (ii) 30% by Dr. Lee Shun Hung, Kelvin, a brother of Mr. Lee Shun Hon, Felix; (iii) 10% by Mrs. So Li Hang Lin, the sister of Mr. Lee Shun Hon, Felix; and (iv) 30% by Mr. Lee Shun Hon, Felix.

There is no contract or arrangement subsisting as at the Latest Practicable Date in which any Director is materially interested and which is significant in relation to the business of the Group, save and except that a management agreement dated 18 October 2010 (“**Management Agreement**”) was entered into between Waya Limited (“**Waya**”) and Positive Corporation Limited (“**Positive Corporation**”), pursuant to which Positive Corporation was engaged by Waya to manage a restaurant business operated by the Group in Hong Kong at a monthly administrative service fee of HK\$180,000 for a term of 4 months commencing on 19 October 2010 and ending on 18 February 2011, subject to early termination by either party giving to the other party’s 7 days’ prior written notice to such effect. Waya is an indirect wholly owned subsidiary of the Company. Positive Corporation is wholly owned by Mr. Tang Sing Ming Sherman, a Director of the Company and the chairman of the Board.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has entered into a service contract or a proposed service contract with the Company or any member of the Group, which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

6. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within two years immediately preceding the Latest Practicable Date which are or may be material:

- (a) the subscription agreement dated 22 December 2009 entered into between Marvel Success Limited (“**Marvel Success**”), a wholly owned subsidiary of the Company, and PJ Partners Pte Limited, pursuant to which Marvel Success agreed to subscribe for and PJ Partners Pte Limited agreed to issue a convertible bond at a principal amount of US\$2 million;
- (b) the subscription agreement dated 22 December 2009 entered into between the Company and First Glory, pursuant to which the Company agreed to issue and First Glory conditionally agreed to subscribe for convertible bond(s) at a principal amount of HK\$52 million;
- (c) the sale and purchase agreement dated 17 May 2010 and entered into between Strong Venture Limited (“**Strong Venture**”) as the vendor and Marvel Success as the purchaser in relation to the sale and purchase of 750 shares with a par value of US\$1.00 each in the share capital of Netaria Limited (“**Netaria**”), representing 75% of the issued share capital of Netaria, and the entire shareholder’s loans (“**SV Shareholder’s Loan**”) owing by Netaria to Strong Venture, at the respective consideration of HK\$5,278,633 and HK\$1,721,367;

- (d) the sale and purchase agreement dated 17 May 2010 and entered into between Caddell Investments Limited as the vendor and Marvel Success as the purchaser in relation to the sale and purchase of 250 shares with a par value of US\$1.00 each in the share capital of Netaria, representing 25% of the issued share capital of Netaria, at the consideration of HK\$3,000,000, which shall be satisfied by Marvel Success procuring the Company to allot and issue 15,000,000 Shares as the consideration shares at an issue price of HK\$0.20 per Share upon completion;
- (e) the assignment of shareholder's loan dated 20 May 2010 and entered into among Strong Venture as the assignor, Marvel Success as the assignee and Netaria in relation of the assignment of the SV Shareholder's Loan at the consideration of HK\$1,721,367;
- (f) a placing agreement dated 18 May 2010 and entered into among First Glory, the Company and Karl-Thomson Securities Company Limited, the placing agent, in relation to the placing of up to 110,000,000 Shares ("**Placing Shares**") at the placing price of HK\$0.20 per Share;
- (g) the subscription agreement dated 18 May 2010 and entered into between the Company and First Glory as the subscriber in relation to the subscription for new Shares equivalent to the number of the Placing Shares, being a maximum number of 110,000,000 Shares, at the subscription price of HK\$0.20 per Share;
- (h) the Sale and Purchase Agreement; and
- (i) the Equity Interest Transfer Agreement.

7. AUDIT COMMITTEE

The Company has established an audit committee ("**Audit Committee**") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's draft annual, interim and quarterly financial reports and accounts and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group. The Audit Committee comprises three independent non-executive Directors, namely Mr. Bhanusak Asvaintra ("**Mr. Asvaintra**"), Mr. Chan Kam Fai Robert ("**Mr. Chan**") and Mr. Chung Kwok Keung Peter ("**Mr. Chung**"). Further details of them are as follows:

Mr. Asvaintra, aged 66, is the chairman of the Audit Committee. Mr. Asvaintra obtained degrees from University of Pennsylvania and University of Chicago. Mr. Asvaintra held senior executive positions with the Chase Manhattan Bank group in New York, Hong Kong and Singapore in the 1970s. In 1980, Mr. Asvaintra joined the Charoen Pokphand group of companies (the "**Pokphand Group**") and retired as the chief executive officer of the Pokphand Group in 1998. Mr. Asvaintra is currently an independent non-executive director of Dickson Concepts (International) Limited, a company incorporated in Bermuda and the shares of which are listed on The Stock Exchange of Hong Kong Limited (Stock Code: 113), since he was appointed to the post in September 2004.

Mr. Chan, aged 54, has over 30 years' experience in international advertising agencies and multi-media operations, both in Hong Kong and mainland China. Mr. Chan is currently a managing director of an outdoor media specialist company.

Mr. Chung, aged 57, has over 20 years' experience in manufacturing business. He was a director of Racing Champions Corporation, the shares of which are listed on the NASDAQ Stock Market in the United States of America, from April 1996 to May 2008. Mr. Chung is currently an operating partner of a private equity business.

8. MISCELLANEOUS

- (a) The registered office of the Company is at P.O.Box 309, Uglan House, South Church Street, Grand Cayman, Cayman Islands.
- (b) The head office and principal place of business of the Company is at 10th Floor, Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong.
- (c) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The company secretary of the Company is Mr. Ho King Yee. He holds a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University, and is an associate member of the Hong Kong Institute of Certified Public Accountants.
- (e) The compliance officer of the Company is Mr. Tang Sing Ming Sherman, who is also an executive Director, the chairman of the Board and the chief executive officer of the Company.
- (f) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the Company's principal place of business in Hong Kong at 10th Floor, Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong for a period of 14 days (except public holidays) from the date of this circular:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the two years ended 31 March 2009 and 31 March 2010;
- (c) the material contracts as referred to under the paragraph headed "Material Contracts" in this appendix; and
- (d) the circular of the Company dated 7 June 2010.

NOTICE OF EGM



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 (the “**EGM**”) of the shareholders 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 11 March 2011 at 10:30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, pass with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the entering into of the Sale and Purchase Agreement dated 25 January 2011 between Alpha Skill Holdings Limited (“**Alpha Skill**”) and Glorywin Holdings Limited (“**Glorywin**”) in relation to the sale and purchase of the entire issued share capital of Armitage Technologies Limited (“**ATL(HK)**”) and the entire shareholder’s loan due and owing by ATL(HK) to Alpha Skill, the Equity Interest Transfer Agreement dated 25 January 2011 between Armitage Holdings Limited (“**AHL**”) and Glorywin in relation to the sale and purchase of the entire equity interest and registered capital of 萬迅電腦軟件(深圳)有限公司 (Armitage Technologies (Shenzhen) Limited) (“**ATL(SZ)**”), (the Sale and Purchase Agreement and the Equity Interest Transfer Agreement are collectively referred to as the “**Agreements**”, copies of which have been tabled before this meeting marked “A” and “B” respectively and initialled by the chairman of this meeting for identification purpose) and the respective transactions contemplated thereunder be hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement, the Equity Interest Transfer Agreement and the respective transactions contemplated thereunder.”

* *For identification purpose only*

NOTICE OF EGM

SPECIAL RESOLUTION

“THAT

- (a) subject to approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Armitage Technologies Holding Limited” to “Epicurean and Company, Limited” and to adopt the Chinese name “惟膳有限公司” as its official Chinese name to replace “萬達資訊科技控股有限公司” which is for identification purposes only (the “**Change of Company Name**”);
- (b) subject to the new name being entered in the Register of Companies by the Registrar of Companies in the Cayman Islands, the memorandum and articles of association of the Company be amended by replacing all references to “Armitage Technologies Holding Limited” and “萬達資訊科技控股有限公司” with “Epicurean and Company, Limited” and “惟膳有限公司” to reflect the Change of Company Name; and
- (c) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient in relation to the Change of Company Name.”

Terms defined in the circular of even date issued by the Company (the “**Circular**”) to its shareholders shall have the same meanings in this notice of EGM unless the context otherwise specified.

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

Hong Kong, 17 February 2011

Notes:

- (a) Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. 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 need not be a member of the Company.
- (b) 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.
- (c) In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM or any adjourned meeting should you so wish.