
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or other registered dealer in securities, 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 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)

PROPOSALS FOR GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the "AGM") of Armitage Technologies Holding Limited (the "Company") which will be held at 10/F., Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 1 August 2008 at 4:00 p.m. is set out on pages 12 to 15 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend and vote at the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the meeting or any adjourned meeting should you so wish.

This circular, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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

* For identification purpose only

8 July 2008

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10/F., Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong on, Friday, 1 August 2008 at 4:00 p.m.
“AGM Notice”	the notice dated 8 July 2008 convening the AGM as set out in this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Armitage Technologies Holding Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general and unconditional mandate to the Directors enabling them to allot, issue and/or otherwise deal with Shares the aggregate nominal amount of which shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution
“Latest Practicable Date”	4 July 2008, being the latest practicable date prior to the printing of this circular
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to the Directors enabling them to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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. Lee Shun Hon, Felix

Ms. Jim Sui Fun

Non-Executive Director:

Dr. Liao, York

Independent Non-Executive Directors:

Mr. Anthony Francis Martin Conway

Mr. Chan Hang

Mr. Li Pak Ki

Registered Office:

Ugland House

P.O. Box 309 GT

South Church Street

George Town

Grand Cayman

Principal place of

business in Hong Kong:

10th Floor, Everwin Centre

72 Hung To Road

Kwun Tong

Kowloon

Hong Kong

8 July 2008

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against each of the Ordinary Resolutions to be proposed at the AGM for the approval of, inter alia:-

- (i) the grant of the Issue Mandate and Repurchase Mandate to the Directors to issue new Shares and repurchase Shares, respectively; and

* For identification purpose only

LETTER FROM THE BOARD

- (ii) the re-election of each of Ms. Jim Sui Fun and Mr. Li Pak Ki as a Director.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be granted a general and unconditional mandate to exercise the power of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of such resolution during the period from the date of the passing of the resolution in relation to the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is to be held as required by the Articles of Association or any applicable laws; or (iii) the date on which the Repurchase Mandate is revoked or varied by an ordinary resolution of the shareholder in general meeting of the Company, whichever occurs first.

Exercise in full of the Repurchase Mandate, on the basis of 750,000,000 shares in issue as at the Latest Practicable Date, would result in 75,000,000 shares (representing 10% of the total issued share capital of the Company) being repurchased by the Company during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement, as required under Rule 13.08 of the GEM Listing Rules, to provide the requisite information to Shareholders on the Repurchase Mandate is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will be proposed, by way of an ordinary resolution, that the Directors be granted a general and unconditional mandate to allot, issue and/or deal with new Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of such resolution. Exercise in full of the Issue Mandate, on the basis of 750,000,000 shares in issue as at the Latest Practicable Date, would result in 150,000,000 shares (representing 20% of the total issued share capital of the Company) being issued by the Company.

In addition, a separate ordinary resolution will be proposed to extend the Issue Mandate granted to the Directors by an amount representing the aggregate nominal amount of the share capital of the Company (up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the Repurchase Mandate) repurchased under the Repurchase Mandate, if the Repurchase Mandate is granted pursuant to the Ordinary Resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely, Mr. Lee Shun Hon, Felix, Ms. Jim Sui Fun, Dr. Liao, York, Mr. Anthony Francis Martin Conway, Mr. Chan Hang and Mr. Li Pak Ki. Pursuant to Articles 86 and 87 of the Articles of Association, the Directors retiring at the AGM shall be eligible for re-election.

Ms. Jim Sui Fun and Mr. Li Pak Ki shall retire from their directorships at the AGM and offer themselves for re-election. Their details are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of AGM to be held on 1 August 2008 for the purpose of considering and, if thought fit, passing the resolutions proposed therein is set out on pages 12 to 15 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM in person if you so wish.

RIGHT TO DEMAND A POLL

Pursuant to Article 66 of the Articles of Association, a resolution put to the vote of a meeting of the Company (including the forthcoming AGM) shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least five members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a member or members present in person or, in the case of a member being a corporation, by its duly authorised representative or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (iv) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

LETTER FROM THE BOARD

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

RECOMMENDATION

The Directors consider that the grants of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate and the re-election of Directors are in the best interest of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I and II to this circular and the AGM Notice.

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

This appendix serves as an explanatory statement to provide the requisite information to the Shareholders to consider whether to vote for or against the resolution relating to the grant of the Repurchase Mandate to be proposed at the AGM.

1. GEM Listing Rules

The GEM Listing Rules permit issuers whose shares are listed on GEM to repurchase their shares on GEM subject to certain restrictions, including:

(a) *Shareholders' approval*

All proposed repurchases of securities on GEM by an issuer must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval, in relation to such repurchases.

(b) *Source of funds*

Any repurchase must be funded out of funds legally available for such purposes in accordance with the issuer's constitutive documents and the laws of the jurisdiction in which the issuer is incorporated or otherwise established.

2. Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 750,000,000 Shares.

Subject to the passing of Resolution 7 as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 75,000,000 Shares (representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution in relation to the grant of the Repurchase Mandate).

3. Reasons for Repurchases

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the applicable laws of the Cayman Islands and the GEM Listing Rules. The Company is empowered by its memorandum and articles of association to repurchase its Shares. According to Cayman Islands laws, the funds required in

connection with a share repurchase by the Company may only be paid out of the profits of the Company or out of the proceeds of a new issue of shares made for such purpose or if authorised by the Company's articles of association, out of capital, and the amount of premium payable on repurchase may only be paid out of the profits of the Company or out of the share premium accounts of the Company. Under Cayman Islands laws, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the shares may be subsequently reissued.

There might be a material adverse impact on the working capital or the gearing position of the Company as compared with the financial position disclosed in the latest audited accounts for the year ended 31 March 2008 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate pursuant to the relevant proposed resolution and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make purchases of Shares.

6. Takeovers Code

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change in control, may in certain circumstances give rise to an obligation to make a general offer for Shares under the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Lee Shun Hon, Felix was beneficially interested in 206,188,740 Shares, representing approximately 27.49% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant resolution to be proposed at the AGM, the shareholding interests of Mr. Lee Shun Hon, Felix in the Company will increase to approximately 30.55% of the issued share capital of the Company, and Mr. Lee Shun Hon, Felix would

be obliged to make a mandatory offer under the Takeovers Code. The Directors have no present intention to exercise repurchases of Shares to such an extent as would result in takeover obligations under the Takeovers Code. In any event, the Repurchase Mandate will be exercised only if the number of Shares held by the public would not fall below 25% of the Company's issued share capital.

7. Shares Purchased By The Company in the Previous Six Months

The Company has not repurchased any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

8. Share Prices

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Price	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
July 2007	0.182	0.165
August 2007	0.200	0.106
September 2007	0.155	0.110
October 2007	0.159	0.100
November 2007	0.150	0.090
December 2007	0.146	0.100
January 2008	0.122	0.070
February 2008	0.090	0.077
March 2008	0.095	0.071
April 2008	0.090	0.064
May 2008	0.069	0.062
June 2008	0.063	0.055
July 2008 (up to Latest Practicable Date)	0.060	0.058

APPENDIX II PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

In relation to Resolution 2 and Resolution 3 as set out in the AGM Notice regarding the re-election of Directors, Ms. Jim Sui Fun and Mr. Li Pak Ki will retire at the forthcoming AGM pursuant to the Articles of Association, and, being eligible, will offer themselves for re-election. Biographical details of Ms. Jim Sui Fun and Mr. Li Pak Ki are set out below:

Ms. Jim Sui Fun, aged 49, joined the Group in 1994. Ms. Jim is currently the Chief Executive Officer of Guangzhou Armitage Technologies Limited (“Guangzhou Armitage”). Assuming the position in April 2006, Ms. Jim is responsible for managing the whole operation of Guangzhou Armitage. She was previously the General Manager of Guangzhou Eastern Express Advertising Limited and prior to that was the Vice President of Human Resources & Administration Department of the Group.

Ms. Jim Sui Fun has entered into a service agreement with the Company commencing from 27 January 2006 and the service agreement may be terminated by either party at any time by giving to the other not less than 2 months’ advance written notice or payment of emolument in lieu of notice. When the Company seeks to terminate the service contract, it may terminate it by giving not more than 12 month’s written notice. For the financial year ended 31 March 2008, the total emolument she received in connection with her position as an executive Director of the Company and as a director and the Chief Executive Officer of Guangzhou Armitage was HK\$654,000. Her emolument is determined after arm’s length negotiation between the parties with reference to prevailing market conditions.

In addition to the fact that she is an executive Director of the Company and the Chief Executive Officer of Guangzhou Armitage Technologies Limited, Ms. Jim Sui Fun does not have any relationships with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company. As an initial management shareholder, she holds 3,034,786 Shares of the Company.

Save as disclosed herein, Ms. Jim Sui Fun has not held any directorships in listed public companies in the past 3 years.

Save as disclosed herein, there is no other information which is discloseable nor is/was Ms. Jim Sui Fun involved in any of the matters required to be disclosed pursuant to any of the requirements of Rule 17.50(2) (including, without limitation, paragraphs (h) to (v) thereunder) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Li Pak Ki, aged 50, was appointed as an independent non-executive director in 2007. He is currently the audit director of Shu Lun Pan Horwath Hong Kong CPA Limited. He is a fellow member of the Association of Chartered Certified Accountants, United Kingdom and an associate member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Li Pak Ki has over 20 years of experience in the audit field and extensive experience in the audit of companies listed on The Stock Exchange of Hong Kong Limited. He was an audit partner of PKF Certified Public Accountants. Mr. Li Pak Ki graduated from the Hong Kong Polytechnic University majoring in accounting.

APPENDIX II PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

There is no service contract entered into between the Company and Mr. Li Pak Ki which is not determinable by the Company within one year without payment of compensation other than statutory compensation. For the financial year ended 31 March 2008, he received from the Company a director's fee of HK\$46,666.67. Other than the director's fee, he is not entitled to any other payment or discretionary bonus. His appointment is automatically renewed each year unless terminated by him or the Company giving to the other not less than 3 months' advance written notice and he is subject to retirement by rotation in accordance with the Articles of Association. The amount of his emoluments is determined by the Company with reference to prevailing marketing conditions.

In addition to the fact that he is an independent non-executive Director of the Company, Mr. Li Pak Ki is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Li Pak Ki does not have any interests in Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed herein, Mr. Li Pak Ki has not held any directorships in listed public companies in the past 3 years.

Save as disclosed herein, there is no other information which is discloseable nor is/was Mr. Li Pak Ki involved in any of the matters required to be disclosed pursuant to any of the requirements of Rule 17.50(2) (including, without limitation, paragraphs (h) to (v) thereunder) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that an Annual General Meeting of Armitage Technologies Holding Limited (the “**Company**”) will be held at 10/F., Everwin Centre, 72 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 1 August 2008, at 4:00 p.m. to consider and, if thought fit, pass the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the financial year ended 31 March 2008.
2. To re-elect Ms. Jim Sui Fun as director of the Company.
3. To re-elect Mr. Li Pak Ki as director of the Company.
4. To authorise the board of directors to fix the ordinary remuneration of the directors of the Company for the year ending 31 March 2009.
5. To re-appoint the auditors of the Company and to authorise the directors of the Company to fix the remuneration of the auditors.
6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (i) subject to paragraph (iii) of this Resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue and/or otherwise deal with shares in the capital of the Company and to make and/or grant offers, agreements and/or options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) of this Resolution shall authorise the Directors during the Relevant Period to make and/or grant offers, agreements and/or options which would or might require the exercise of such powers after the end of the Relevant Period;

- (iii) the aggregate nominal amount of the shares in the capital of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined in this Resolution), (b) the exercise of the subscription rights attaching to any warrants of the Company, (c) the exercise of options granted under any share option schemes or similar arrangement adopted by the Company in force from time to time, or (d) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (iv) for the purpose of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

- (c) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares in the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (i) subject to paragraph (ii) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares in the capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period (as hereinafter defined in this Resolution) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority given under this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (i) conditional upon the passing of Resolution 7 (which is contained in the notice of the annual general meeting of the Company, of which this Resolution forms part), the general mandate granted to the directors of the Company (the “**Directors**”) and for the time being in force to exercise all the powers of the Company to allot, issue and/or deal with shares of the Company during the Relevant Period (as defined in Resolution 6, which is contained in the

NOTICE OF ANNUAL GENERAL MEETING

notice of the annual general meeting of the Company, of which this Resolution forms part) be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be allotted, issued and/or dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution 7, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”

9. To transact any other ordinary business of the Company.

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

Hong Kong, 8 July 2008

Registered Office:

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

Principal place of

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



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)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF ARMITAGE TECHNOLOGIES HOLDING LIMITED (THE "COMPANY") TO BE HELD ON FRIDAY, 1 AUGUST 2008 AT 10/F., EVERWIN CENTRE, 72 HUNG TO ROAD, KWUN TONG, KOWLOON, HONG KONG (AND ANY ADJOURNMENT THEREOF) (THE "AGM")

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ shares (the "Shares") of HK\$0.01 each in the capital of the Company,
HEREBY APPOINT THE CHAIRMAN OF THE AGM⁽³⁾ or _____
of _____
as my/our proxy, to attend and act for me/us and on my/our behalf at the AGM⁽⁴⁾ for the purpose of considering and, if thought fit, passing the resolutions to be put to the AGM as set out in the notice of the AGM dated 8 July 2008 (the "Resolutions") and at the AGM to vote on behalf of me/us and in my/our name(s) in respect of such Resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Resolutions	For ⁽⁵⁾	Against ⁽⁵⁾
Ordinary Resolutions:		
1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 March 2008.		
2. To re-elect Ms. Jim Sui Fun as director of the Company.		
3. To re-elect Mr. Li Pak Ki as director of the Company.		
4. To authorise the board of directors to fix the ordinary remuneration of the directors of the Company for the year ending 31 March 2009.		
5. To re-appoint the Company's auditors and to authorise the directors of the Company to fix the remuneration of the auditors.		
6. To grant a general mandate to the directors of the Company to allot, issue and/or deal with the shares of the Company.		
7. To grant a general mandate to the directors of the Company to repurchase the shares of the Company.		
8. To extend the general mandate to allot shares of the Company by adding repurchased shares thereto.		

Dated the _____ day of 2008 Signature(s)^(6, 7 and 8) _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of shares in the capital of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the AGM or" and insert the name and address of the proxy in the space provided. If no amendment is made, the Chairman of the AGM shall be deemed to have been appointed as your proxy. The proxy appointed by you need not be a member of the Company but must attend the AGM in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. If you attend and vote at the AGM, the authority given to your proxy by this form of proxy will be revoked.
5. IMPORTANT: If you wish to vote for a resolution, please put a tick in the relevant box under "For". If you wish to vote against a resolution, please put a tick in the relevant box under "Against". If no direction is given as to how the proxy shall vote on any particular resolution, your proxy will be entitled to exercise his/her discretion as to whether he/she votes and, if so, how. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may in his/her absolute discretion consider appropriate) in respect of any business which might arise at the AGM.
6. In order to be valid, this form of proxy accompanied by a power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.
7. In the case of joint registered holders, the vote of the senior who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of the other joint holders(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised to sign the same.

* for identification purpose only