
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)

**(I) PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
(II) RE-ELECTION OF DIRECTORS, (III) PROPOSED INCREASE IN
AUTHORISED SHARE CAPITAL, (IV) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
(V) 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 Thursday, 29 July 2010 at 10:00 a.m. is set out on pages 14 to 19 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 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 circular misleading.

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 and on the website of the Company at www.armitage.com.hk.

* For identification purpose only

23 June 2010

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, Thursday, 29 July 2010 at 10:00 a.m.
“AGM Notice”	the notice dated 23 June 2010 convening the AGM as set out in this circular
“Article(s)”	article(s) of the Articles of Association
“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”	21 June 2010, 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) with a par value 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. Tang Sing Ming Sherman

Mr. Lee Shun Hon, Felix

Independent Non-Executive Directors:

Mr. Bhanusak Asvaintra

Mr. Chan Kam Fai Robert

Mr. Chung Kwok Keung Peter

Registered Office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal place of

business in Hong Kong:

10th Floor, Everwin Centre

72 Hung To Road

Kwun Tong

Kowloon

Hong Kong

23 June 2010

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
(II) RE-ELECTION OF DIRECTORS, (III) PROPOSED INCREASE IN
AUTHORISED SHARE CAPITAL, (IV) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
(V) 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 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;

* For identification purpose only

LETTER FROM THE BOARD

- (ii) the re-election of Mr. Tang Sing Ming Sherman, Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter as Directors of the Company;
- (iii) the proposed increase in the authorised share capital of the Company; and
- (iv) the proposed amendments to the Articles of Association.

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 Shareholders in general meeting of the Company, whichever occurs first.

Exercise in full of the Repurchase Mandate, on the basis of 1,080,300,000 Shares in issue as at the Latest Practicable Date, would result in 108,030,000 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 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 1,080,300,000 Shares in issue as at the Latest Practicable Date, would result in 216,060,000 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 five Directors, namely, Mr. Tang Sing Ming Sherman, Mr. Lee Shun Hon, Felix, Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter. Pursuant to Articles 86 and 87 of the Articles of Association, the Directors retiring at the AGM shall be eligible for re-election.

Mr. Tang Sing Ming Sherman, Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter 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.

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the Company has an authorised share capital of HK\$20,000,000 divided into 2,000,000,000 Shares of a par value of HK\$0.01 each, of which 1,080,300,000 Shares have been issued and fully paid.

In order to provide the Company with greater flexibility to accommodate future issue of Shares, as and when necessary, the Directors propose to increase the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Shares of a par value of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 Shares of a par value of HK\$0.01 each by the creation of 3,000,000,000 new Shares of a par value of HK\$0.01 each.

The Board has no present intention to issue any Shares out of the capital proposed to be increased.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to amend the Articles of Association in the following manner:

- (a) By amending Article 59(1) in the following manner:
 - (i) By adding the words “or such other longer minimum notice period as may be specified in the Listing Rules from time to time” immediately after the words “(21) clear days’ Notice” in the third line of Article 59(1).
 - (ii) By adding the words “or such other longer minimum notice period as may be specified in the Listing Rules from time to time” immediately after the words “fourteen (14) clear days’ Notice” in the fourth line of Article 59(1).
 - (iii) By adding the words “if permitted by the Listing Rules and” immediately before the words “if it is so agreed” in the fifth line of Article 59(1).

LETTER FROM THE BOARD

- (b) By amending Article 66 in the following manner:
- (i) By deleting the words “each such proxy shall have one vote on a show of hands” in the tenth line of Article 66 and substituting therefor the following: “each such proxy is under no obligation to cast all its votes in the same way”.
 - (ii) By adding the words “a poll is required by the Listing Rules or” immediately after the words “on a show of hands unless” in the eleventh line of Article 66.
- (c) By deleting the words “Unless a poll is duly demanded and the demand is not withdrawn” in the first line of Article 67 and substituting therefor the following: “Unless a poll is so required by the Listing Rules or duly demanded and, in the latter case, the demand is not withdrawn”.
- (d) By deleting Article 68 in its entirety and substituting therefor the following:
- “If a poll is so required by the Listing Rules or duly demanded, the result of the poll shall be deemed to be the resolution of the meeting. There shall be no requirement for the chairman to disclose the voting figures on a poll unless such disclosure is required by the Listing Rules.”
- (e) By deleting Article 69 in its entirety and substituting therefor the following:
- “A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman directs.”
- (f) By deleting the first word “The” in Article 70 and substituting therefor the following: “Unless a poll is required by the Listing Rules, the”.
- (g) By deleting the words “, including the right to vote individually on a show of hands” at the end of Article 84(2).

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The code provisions in the Code on Corporate Governance Practices of the GEM Listing Rules stipulate that the issuer should arrange for the notice to shareholders to be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings. The above proposed amendments to the Articles of Association are to make the Articles in line with such current requirements under the GEM Listing Rules.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice of AGM to be held on 29 July 2010 for the purpose of considering and, if thought fit, passing the resolutions proposed therein is set out on pages 14 to 19 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles of Association.

A demand for a poll 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, the re-election of Mr. Tang Sing Ming Sherman, Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter as Directors, the proposed increase in the authorised share capital of the Company and the proposed amendments to the Articles of Association 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
Tang Sing Ming Sherman
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 1,080,300,000 Shares.

Subject to the passing of Resolution 9 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 108,030,000 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 repurchases 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 2010 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, First Glory Holdings Limited directly held 632,845,290 Shares, representing approximately 58.58% of the issued share capital of the Company. First Glory Holdings Limited is beneficially and wholly owned by Mr. Tang Sing Ming Sherman. 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 First Glory Holdings Limited in the Company will increase to

approximately 65.09% of the issued share capital of the Company, and First Glory Holdings Limited would not 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 <i>HK\$</i>	Lowest <i>HK\$</i>
June 2009	0.108	0.075
July 2009	0.134	0.078
August 2009	0.143	0.078
September 2009	0.092	0.067
October 2009	0.103	0.065
November 2009	0.230	0.082
December 2009	0.185	0.120
January 2010	0.221	0.138
February 2010	0.270	0.155
March 2010	0.295	0.156
April 2010	0.250	0.155
May 2010	0.225	0.170
June 2010 (up to Latest Practicable Date)	0.200	0.161

APPENDIX II PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

In relation to Resolutions 2, 3, 4, and 5 as set out in the AGM Notice regarding the re-election of Directors, Mr. Tang Sing Ming Sherman, Mr. Bhanusak Asvaintra, Mr. Chan Kam Fai Robert and Mr. Chung Kwok Keung Peter, will retire at the forthcoming AGM pursuant to the Articles of Association, and, being eligible, will offer themselves for re-election. Biographical details of the retiring directors are set out below:

Mr. Tang Sing Ming Sherman, aged 53, is an executive Director, the chairman of the Board, the chief executive officer, the compliance officer, an authorised representative and a member of the nomination committee and remuneration committee of the Company. He completed his tertiary education in the United States of America and is a seasoned entrepreneur in hospitality management and consultancy services. He owns a well-established hospitality group in Hong Kong which creates and operates a wide variety of food and beverage concepts. He has extensive experience in investment and operation of restaurants, cafes and bars.

Mr. Tang has entered into a service agreement with the Company commencing from 18 February 2010 for a term of three years unless otherwise terminated earlier by him or the Company by giving the other not less than one month's notice in writing and he is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the terms of his service agreement with the Company, Mr. Tang is entitled to an annual emolument of HK\$120,000 which has been determined by the Board with reference to his duties and experience. For the financial year ended 31 March 2010, he received from the Company a director's remuneration of HK\$13,928.57.

Mr. Tang is the sole legal and beneficial owner of First Glory Holdings Limited ("**First Glory**"), the controlling shareholder of the Company. As at the Latest Practicable Date, First Glory directly held 632,845,290 shares of the Company (representing approximately 58.58% of the existing total issued share capital in the Company) and convertible bonds issued by the Company pursuant to which a total of 600,000,000 new 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 deemed to be interested, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**"), in 1,232,845,290 shares of the Company.

Save as disclosed herein, Mr. Tang does not have any relationship with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed herein, Mr. Tang is also director of certain subsidiaries of the Company and has not held any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years prior to his appointment.

Save as disclosed herein, there is no other information which is discloseable nor is/was Mr. Tang 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 holders of securities of the Company.

APPENDIX II PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Bhanusak Asvaintra, aged 65, is an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. He 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. Asvaintra has entered into a letter of appointment with the Company commencing from 18 February 2010 for a term of three years unless otherwise terminated earlier by either him or the Company by giving the other not less than one month’s notice in writing and he is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Asvaintra is entitled to an annual emolument of HK\$120,000 which has been determined by the Board with reference to his duties and experience. For the financial year ended 31 March 2010, he received from the Company a director’s fee of HK\$13,928.57.

Mr. Asvaintra does not have any relationship with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Asvaintra did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed herein, Mr. Asvaintra does not hold other positions with the Company and has not held any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years prior to his appointment.

Save as disclosed herein, there is no other information which is discloseable nor is/was Mr. Asvaintra 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 holders of securities of the Company.

Mr. Chan Kam Fai Robert, aged 53, is an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He has over 30 years’ experience in international advertising agencies and multi-media operations, both in Hong Kong and mainland China. He is currently a managing director of an outdoor media specialist company.

Mr. Chan has entered into a letter of appointment with the Company commencing from 18 February 2010 for a term of three years unless otherwise terminated by him or the Company by giving the other not less than one month’s notice in writing and he is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Chan is entitled to an annual emolument of HK\$120,000 which has been determined by the Board with reference to his duties and experience. For the financial year ended 31 March 2010, he received from the Company a director’s fee of HK\$13,928.57.

APPENDIX II PARTICULARS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chan does not have any relationship with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chan did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed herein, Mr. Chan does not hold other positions with the Company and has not held any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years prior to his appointment.

Save as disclosed herein, there is no other information which is discloseable nor is/was Mr. Chan 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 holders of securities of the Company.

Mr. Chung Kwok Keung Peter, aged 56, is an independent non-executive Director, the chairman of the nomination committee and a member of the audit committee and remuneration committee of the Company. He 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.

Mr. Chung has entered into a letter of appointment with the Company commencing from 18 February 2010 for a term of three years unless otherwise terminated by him or the Company by giving the other not less than one month's notice in writing and he is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the terms of his letter of appointment with the Company, Mr. Chung is entitled to an annual emolument of HK\$120,000 which has been determined by the Board with reference to his duties and experience. For the financial year ended 31 March 2010, he received from the Company a director's fee of HK\$13,928.57.

Mr. Chung does not have any relationship with any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chung did not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed herein, Mr. Chung does not hold other positions with the Company and has not held any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years prior to his appointment.

Save as disclosed herein, there is no other information which is discloseable nor is/was Mr. Chung 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 holders of securities of the Company.

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 (the “AGM”) 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 Thursday, 29 July 2010, at 10:00 a.m. to consider and, if thought fit, pass the following ordinary and special 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 2010.
2. To re-elect Mr. Tang Sing Ming Sherman as Director of the Company.
3. To re-elect Mr. Bhanusak Asvaintra as Director of the Company.
4. To re-elect Mr. Chan Kam Fai Robert as Director of the Company.
5. To re-elect Mr. Chung Kwok Keung Peter as Director of the Company.
6. To authorise the Board of Directors to fix the ordinary remuneration of the Directors of the Company for the year ending 31 March 2011.
7. To re-appoint PKF, Certified Public Accountants as the auditors of the Company and to authorise the Directors of the Company to fix the remuneration of the auditors.
8. 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).”

9. 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

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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.”

10. 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 9 (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 8, which is contained in the 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

NOTICE OF ANNUAL GENERAL MEETING

of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution 9, 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.”

11. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That the authorised share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 shares with a par value of HK\$0.01 each (the “**Shares**”) to HK\$50,000,000 divided into 5,000,000,000 shares of par value of HK\$0.01 each by the creation of 3,000,000,000 new Shares with a par value of HK\$0.01 each, and that each such new Share, upon issue, shall rank pari passu in all respects with the existing Shares (the “**Increase in Authorised Share Capital**”) and further that the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with the implementation of the Increase in Authorised Share Capital.”

SPECIAL RESOLUTION

12. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“THAT the Articles of Association of the Company be amended in the following manner:

- (a) By amending Article 59(1) in the following manner:
- (i) By adding the words “or such other longer minimum notice period as may be specified in the Listing Rules from time to time” immediately after the words “(21) clear days’ Notice” in the third line of Article 59(1).
 - (ii) By adding the words “or such other longer minimum notice period as may be specified in the Listing Rules from time to time” immediately after the words “fourteen (14) clear days’ Notice” in the fourth line of Article 59(1).
 - (iii) By adding the words “if permitted by the Listing Rules and” immediately before the words “if it is so agreed” in the fifth line of Article 59(1).
- (b) By amending Article 66 in the following manner:
- (i) By deleting the words “each such proxy shall have one vote on a show of hands” in the tenth line of Article 66 and substituting therefor the following: “each such proxy is under no obligation to cast all its votes in the same way”.
 - (ii) By adding the words “a poll is required by the Listing Rules or” immediately after the words “on a show of hands unless” in the eleventh line of Article 66.

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- (c) By deleting the words “Unless a poll is duly demanded and the demand is not withdrawn” in the first line of Article 67 and substituting therefor the following: “Unless a poll is so required by the Listing Rules or duly demanded and, in the latter case, the demand is not withdrawn”.
- (d) By deleting Article 68 in its entirety and substituting therefor the following:
- “If a poll is so required by the Listing Rules or duly demanded, the result of the poll shall be deemed to be the resolution of the meeting. There shall be no requirement for the chairman to disclose the voting figures on a poll unless such disclosure is required by the Listing Rules.”
- (e) By deleting Article 69 in its entirety and substituting therefor the following:
- “A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman directs.”
- (f) By deleting the first word “The” in Article 70 and substituting therefor the following: “Unless a poll is required by the Listing Rules, the”.
- (g) By deleting the words “, including the right to vote individually on a show of hands” at the end of Article 84(2).”

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

NOTES:

- 1 A proxy need not be a member of the Company. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
- 2 A form of proxy for use at the AGM is enclosed. Whether or not you propose to attend the AGM in person, you are strongly advised to complete and sign the enclosed form of proxy in accordance with the instructions printed on it and then send it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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. Returning the completed form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

By order of the Board
ARMITAGE TECHNOLOGIES HOLDING LIMITED
Tang Sing Ming Sherman
Chairman

Hong Kong, 23 June 2010

NOTICE OF ANNUAL GENERAL MEETING

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Cayman Islands

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business in Hong Kong:
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