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**INNO-TECH HOLDINGS LIMITED**  
**匯 創 控 股 有 限 公 司 \***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8202)**

**(1) SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE,  
(2) ISSUE OF SHARES PURSUANT TO  
THE CONSULTANCY ENGAGEMENT LETTER,  
(3) SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT,  
(4) GRANT OF OPTIONS  
AND  
(5) RESUMPTION OF TRADING**

**THE SUBSCRIPTION**

On 13 January 2010, the Company and the First Subscriber entered into the First Subscription Agreement pursuant to which the First Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue and allot, the First Subscription Shares at the Subscription Price of HK\$0.24 per Subscription Share.

On 13 January 2010, the Company and the Second Subscriber entered into the Second Subscription Agreement pursuant to which the Second Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue and allot, the Second Subscription Shares at the Subscription Price of HK\$0.24 per Subscription Share.

On 13 January 2010, the Company and the Third Subscriber entered into the Third Subscription Agreement pursuant to which the Third Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue and allot, the Third Subscription Shares at the Subscription Price of HK\$0.24 per Subscription Share.

\* For identification purpose only

On 13 January 2010, the Company and the Fourth Subscriber entered into the Fourth Subscription Agreement pursuant to which the Fourth Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue and allot, the Fourth Subscription Shares at the Subscription Price of HK\$0.24 per Subscription Share.

The total number of 94,465,427 Subscription Shares represents approximately 18.5% of the issued share capital of the Company of 510,496,945 Shares in issue as at the date of this announcement and approximately 15.62% of the Company's issued share capital of 604,962,372 as enlarged by the Subscription Shares.

The Subscription Shares to be subscribed for under the Subscription Agreements will be issued pursuant to the General Mandate. The Subscription Shares, when allotted and issued, shall rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Subscription Shares.

The Subscription Price of HK\$0.24 represents: (i) a discount of approximately 17.24% to the closing price of HK\$0.29 per Share as quoted on the Stock Exchange on 13 January 2010, being the date of the Subscription Agreements; (ii) a discount of approximately 19.73% to the average closing price of HK\$0.299 per Share as quoted on the Stock Exchange in the last five consecutive trading days prior to and including 13 January 2010, being the date of the Subscription Agreements; and (iii) a discount of approximately 8.75% to the average closing price of HK\$0.263 per Share as quoted on the Stock Exchange in the last ten consecutive trading days prior to and including 13 January 2010, being the date of the Subscription Agreements.

The gross proceeds from the Subscription will be approximately HK\$22,671,000. The estimated net proceeds from the Subscription will be approximately HK\$21,671,000.

**Completion of the Subscription is subject to the satisfaction of conditions precedent in the Subscription Agreements. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **ISSUE OF SHARES PURSUANT TO THE CONSULTANCY ENGAGEMENT LETTER**

On 13 January 2010, the Consultancy Engagement Letter was entered into by the Consultant pursuant to which the Consultant was appointed and agreed to act as a business consultant of the Company in connection with the provision of business development and advisory services. The service fee to be received by the Consultant includes new shares of the Company.

## **THE SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT**

In view of the fact that the Placing Price under the Placing is substantially higher than the recent trading price of Shares and no Shares have been successfully placed by the Placing Agent as at the date of this announcement, the Company and the Placing Agent entered into the Supplemental Agreement pursuant to which the parties agreed to extend the placing period of the Placing to 30 June 2010.

### **GRANT OF OPTIONS**

On 13 January 2010, the Company granted share options to subscribe for a total of 12,000,000 Shares pursuant to its Post-IPO share option scheme adopted on 5 July 2002.

### **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended at 2:30 p.m. on Wednesday, 13 January 2010 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares on the Stock Exchange from 9:30 a.m. on 14 January 2010.

## **A. THE SUBSCRIPTION**

### **(1) The First Subscription Agreement dated 13 January 2010**

#### ***The parties***

- (i) The Company; and
- (ii) The First Subscriber

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the First Subscriber and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

#### ***First Subscription Shares***

A total of 34,500,000 Subscription Shares represents approximately 6.76% of the existing issued share capital of the Company of 510,496,945 Shares in issue as at the date of this announcement; approximately 6.33% of the Company's issued share capital of 544,996,945 Shares as enlarged by the First Subscription Shares; and approximately 5.70% of the Company's issued share capital of 604,962,372 Shares as enlarged by the Subscription Shares.

### ***Ranking of the First Subscription Shares***

The First Subscription Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the First Subscription Shares.

### ***Subscription Price***

The Subscription Price of HK\$0.24 represents:

- (i) a discount of approximately 17.24% to the closing price of HK\$0.29 per Share as quoted on the Stock Exchange on 13 January 2010, being the date of the First Subscription Agreement;
- (ii) a discount of approximately 19.73% to the average closing price of HK\$0.299 per Share as quoted on the Stock Exchange in the last five consecutive trading days prior to and including 13 January 2010, being the date of the First Subscription Agreement; and
- (iii) a discount of approximately 8.75% to the average closing price of HK\$0.263 per Share as quoted on the Stock Exchange in the last ten consecutive trading days prior to and including 13 January 2010, being the date of the First Subscription Agreement.

The Subscription Price was determined after arm's length negotiations between the Company and the First Subscriber on the date of the First Subscription Agreement with reference to the prevailing market price of the Shares and the possible dilutive effect of the Subscription Shares. The Directors consider that the terms of the First Subscription Agreement are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### ***Conditions of the First Subscription Agreement***

Completion of the First Subscription Agreement is conditional upon, inter alia, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the First Subscription Shares.

If the conditions precedent are not fulfilled on or before 28 January 2010, the First Subscription Agreement and all rights, obligations and liabilities of the parties hereunder will cease and terminate and no party shall have any claim against the other save and except any antecedent breach.

### ***General Mandate to issue the First Subscription Shares***

The First Subscription Shares to be allotted and issued pursuant to the First Subscription Agreement will be issued pursuant to the General Mandate. Pursuant to the General Mandate, the Company is allowed to allot and issue up to a maximum of 94,465,427 new Shares. As at the date of this announcement, no Share has been issued under the General Mandate.

### ***Completion of the First Subscription Agreement***

Completion of the First Subscription Agreement will take place on the third business day after all conditions precedent under the First Subscription Agreement have been fulfilled (or, where permitted, waived by the First Subscriber) or such later date to be agreed between the Company and the First Subscriber.

## **(2) The Second Subscription Agreement dated 13 January 2010**

### ***Parties***

- (i) The Company; and
- (ii) The Second Subscriber

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Second Subscriber and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

### ***Second Subscription Shares***

A total of 16,700,000 Subscription Shares represents approximately 3.27% of the existing issued share capital of the Company of 510,496,945 Shares in issue as at the date of this announcement; approximately 3.16% of the Company's issued share capital of 527,196,945 Shares as enlarged by the Second Subscription Shares; and approximately 2.76% of the Company's issued share capital of 604,962,372 Shares as enlarged by the Subscription Shares.

### ***Ranking of the Second Subscription Shares***

The Second Subscription Shares will rank, upon issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Second Subscription Shares.

## ***Subscription Price***

The Subscription Price of HK\$0.24 represents:

- (i) a discount of approximately 17.24% to the closing price of HK\$0.29 per Share as quoted on the Stock Exchange on 13 January 2010, being the date of the Second Subscription Agreement;
- (ii) a discount of approximately 19.73% to the average closing price of HK\$0.299 per Share as quoted on the Stock Exchange in the last five consecutive trading days prior to and including 13 January 2010, being the date of the Second Subscription Agreement; and
- (iii) a discount of approximately 8.75% to the average closing price of HK\$0.263 per Share as quoted on the Stock Exchange in the last ten consecutive trading days prior to and including 13 January 2010, being the date of the Second Subscription Agreement.

The Subscription Price was determined after arm's length negotiations between the Company and the Second Subscriber on the date of the Second Subscription Agreement with reference to the prevailing market price of the Shares and the possible dilutive effect of the Subscription Shares. The Directors consider that the terms of the Second Subscription Agreement are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

## ***Conditions of the Second Subscription Agreement***

Completion of the Second Subscription Agreement is conditional upon, inter alia, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Second Subscription Shares.

If the conditions precedent are not fulfilled on or before 28 January 2010, the Second Subscription Agreement and all rights, obligations and liabilities of the parties hereunder will cease and terminate and no party shall have any claim against the other save and except any antecedent breach.

## ***General Mandate to issue the Second Subscription Shares***

The Second Subscription Shares to be allotted and issued pursuant to the Second Subscription Agreement will be issued pursuant to the General Mandate. Pursuant to the General Mandate, the Company is allowed to allot and issue up to a maximum of 94,465,427 new Shares. As at the date of this announcement, no Share has been issued under the General Mandate.

### ***Completion of the Second Subscription Agreement***

Completion of the Second Subscription Agreement will take place on the third business day after all conditions precedent under the Second Subscription Agreement have been fulfilled (or, where permitted, waived by the Second Subscriber) or such later date to be agreed between the Company and the Second Subscriber.

### **(3) The Third Subscription Agreement dated 13 January 2010**

#### ***Parties***

- (i) The Company; and
- (ii) The Third Subscriber

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Third Subscriber and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

#### ***Third Subscription Shares***

A total of 20,800,000 Subscription Shares represents approximately 4.07% of the existing issued share capital of the Company of 510,496,945 Shares in issue as at the date of this announcement; approximately 3.91% of the Company's issued share capital of 531,296,945 Shares as enlarged by the Third Subscription Shares; and approximately 3.44% of the Company's issued share capital of 604,962,372 Shares as enlarged by the Subscription Shares.

#### ***Ranking of the Third Subscription Shares***

The Third Subscription Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Third Subscription Shares.

#### ***Subscription Price***

The Subscription Price of HK\$0.24 represents:

- (i) a discount of approximately 17.24% to the closing price of HK\$0.29 per Share as quoted on the Stock Exchange on 13 January 2010, being the date of the Third Subscription Agreement;

- (ii) a discount of approximately 19.73% to the average closing price of HK\$0.299 per Share as quoted on the Stock Exchange in the last five consecutive trading days prior to and including 13 January 2010, being the date of the Third Subscription Agreement; and
- (iii) a discount of approximately 8.75% to the average closing price of HK\$0.263 per Share as quoted on the Stock Exchange in the last ten consecutive trading days prior to and including 13 January 2010, being the date of the Third Subscription Agreement.

The Subscription Price was determined after arm's length negotiations between the Company and the Third Subscriber on the date of the Third Subscription Agreement with reference to the prevailing market price of the Shares and the possible dilutive effect of the Subscription Shares. The Directors consider that the terms of the Third Subscription Agreement are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### ***Conditions of the Third Subscription Agreement***

Completion of the Third Subscription Agreement is conditional upon, inter alia, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Third Subscription Shares.

If the conditions precedent are not fulfilled on or before 28 January 2010, the Third Subscription Agreement and all rights, obligations and liabilities of the parties hereunder will cease and terminate and no party shall have any claim against the other save and except any antecedent breach.

### ***General Mandate to issue the Third Subscription Shares***

The Third Subscription Shares to be allotted and issued pursuant to the Third Subscription Agreement will be issued pursuant to the General Mandate. Pursuant to the General Mandate, the Company is allowed to allot and issue up to a maximum of 94,465,427 new Shares. As at the date of this announcement, no Share has been issued under the General Mandate.

### ***Completion of the Third Subscription Agreement***

Completion of the Third Subscription Agreement will take place on the third business day after all conditions precedent under the Third Subscription Agreement have been fulfilled (or, where permitted, waived by the Third Subscriber) or such later date to be agreed between the Company and the Third Subscriber.



#### **(4) The Fourth Subscription Agreement dated 13 January 2010**

##### ***Parties***

- (i) The Company; and
- (ii) The Fourth Subscriber

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Fourth Subscriber and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

##### ***Fourth Subscription Shares***

A total of 22,465,427 Subscription Shares represents approximately 4.4% of the existing issued share capital of the Company of 510,496,945 Shares in issue as at the date of this announcement; approximately 4.22% of the Company's issued share capital of 532,962,372 Shares as enlarged by the Fourth Subscription Shares; and approximately 3.71% of the Company's issued share capital of 604,962,372 Shares as enlarged by the Subscription Shares.

##### ***Ranking of the Fourth Subscription Shares***

The Fourth Subscription Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Fourth Subscription Shares.

##### ***Subscription Price***

The Subscription Price of HK\$0.24 represents:

- (i) a discount of approximately 17.24% to the closing price of HK\$0.29 per Share as quoted on the Stock Exchange on 13 January 2010, being the date of the Fourth Subscription Agreement;
- (ii) a discount of approximately 19.73% to the average closing price of HK\$0.299 per Share as quoted on the Stock Exchange in the last five consecutive trading days prior to and including 13 January 2010, being the date of the Fourth Subscription Agreement; and

- (iii) a discount of approximately 8.75% to the average closing price of HK\$0.263 per Share as quoted on the Stock Exchange in the last ten consecutive trading days prior to and including 13 January 2010, being the date of the Fourth Subscription Agreement.

The Subscription Price was determined after arm's length negotiations between the Company and the Fourth Subscriber on the date of the Fourth Subscription Agreement with reference to the prevailing market price of the Shares and the possible dilutive effect of the Subscription Shares. The Directors consider that the terms of the Fourth Subscription Agreement are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

#### ***Conditions of the Fourth Subscription Agreement***

Completion of the Fourth Subscription Agreement is conditional upon, inter alia, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Fourth Subscription Shares.

If the conditions precedent are not fulfilled on or before 28 January 2010, the Fourth Subscription Agreement and all rights, obligations and liabilities of the parties hereunder will cease and terminate and no party shall have any claim against the other save and except any antecedent breach.

#### ***General Mandate to issue the Fourth Subscription Shares***

The Subscription Shares to be allotted and issued pursuant to the Fourth Subscription Agreement will be issued pursuant to the General Mandate. Pursuant to the General Mandate, the Company is allowed to allot and issue up to a maximum of 94,465,427 new Shares. As at the date of this announcement, no Share has been issued under the General Mandate.

#### ***Completion of the Fourth Subscription Agreement***

Completion of the Fourth Subscription Agreement will take place on the third business day after all conditions precedent under the Fourth Subscription Agreement have been fulfilled (or, where permitted, waived by the Fourth Subscriber) or such later date to be agreed between the Company and the Fourth Subscriber.

**Completion of the Subscription is subject to the satisfaction of the conditions precedent in the Subscription Agreements. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **(5) Reasons for the Subscription and Use of Proceeds**

The Group is a software application solutions provider engaged in the provision of internet design for residential communities and e-property management software application consulting services based on the application of i-Panel and its integrated hardware and software in the PRC. The Group has recently completed the acquisition of a majority interest in a company that manages gold mine in the PRC.

The gross proceeds from the Subscription will be approximately HK\$22,617,000. The estimated net proceeds from the Subscription will be approximately HK\$21,617,000, all of which is intended to be used as general working capital of the Group and for its business development. The net price to be raised per Subscription Share from the Subscription will be approximately HK\$0.229 per Subscription Share.

The Company entered into the Placing on 2 October 2009. However, in view of the fact that the Placing Price under the Placing is substantially higher than the recent trading price of Shares and no Shares have been successfully placed by the Placing Agent as at the date of this announcement, the Directors consider that the Subscription, the Subscription Price of which is more closer to the recent trading price of Shares and lower than the Placing Price, represents a good opportunity for the Company to raise necessary fund for the Company for future use. The issue of new Shares by way of the Subscription will also broaden the capital base of the Company and enable the Company to broaden its Shareholder base as the Subscribers are independent third parties not connected with the Company and its connected persons and none of the Subscribers will become a substantial shareholder of the Company. Accordingly, the Directors consider that the terms of the Subscription Agreements are in the interests of the Company and the Shareholders as a whole.

## **(6) Fund Raising Activities of the Company in the Past Twelve Months**

On 2 October 2009, the Company announced, among other matters, the Placing which has not been completed as at the date of this announcement.

Save as disclosed in this announcement, the Company has not conducted any fund raising activities in the past twelve months before the date of this announcement.

## **(7) General**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

**Completion of the Subscription is subject to the satisfaction of conditions precedent in the Subscription Agreements. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **B. ISSUE OF SHARES PURSUANT TO THE CONSULTANCY ENGAGEMENT LETTER**

On 13 January 2010, the Consultancy Engagement Letter was entered into by the Company and the Consultant pursuant to which the Consultant was appointed and agreed to act as a business consultant of the Company in connection with the provision of business development and advisory services.

As part of the service fee to be received by the Consultant, the Consultant is entitled to the Remuneration Shares to be issued and allotted, credited as fully paid, by the Company at a deemed issue price equivalent to the consideration shares or such other consideration per share as may be appropriate, to be issued by the Company upon completion of acquisition of a target company to be identified by the Consultant.

The Consultant is principally engaged in the provision of consultancy services. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Consultant and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

The service fee was arrived at after arm's length negotiation between the Company and the Consultant taking into account the scope of services to be provided by the Consultant; the potential benefits to be brought about to the Group; and the potential enhancement of Shareholders' value to be generated by the services pursuant to the Consultancy Engagement Letter.

The 65,000,000 Remuneration Shares represents (i) approximately 12.73% of the issued share capital of the Company as at the date of this announcement; (ii) approximately 10.74% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares; and (iii) approximately 8.07% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and the Placing Shares.

The Directors are of the view that the terms of the Consultancy Engagement Letter are in the interests of the Company and the Shareholders as a whole.

## **C. THE SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT**

Reference is made to an announcement of the Company dated 2 October 2009 and a circular of the Company dated 14 October 2009 in relation to, among other matters, the Placing.

In view of the fact that the Placing Price under the Placing is substantially higher than the recent trading price of Shares and no Placing Shares have been successfully placed by the Placing Agent, the Company and the Placing Agent entered into the Supplemental Agreement pursuant to which the parties agreed to extend the placing period of the Placing to 30 June 2010.

As the extension of the placing period of the Placing would provide the Placing Agent with additional time to procure potential investors for the Placing so as to enable the Company to raise sufficient funds for future use as general working capital or investment in projects that would improve the financial results of the Group. The Directors are of the view that the terms of the Supplemental Agreement are in the interests of the Company and the Shareholders as a whole.

## **D. GRANT OF OPTIONS**

This part of this announcement is made pursuant to Rule 23.06A of GEM Listing Rules.

The Board announces that on 13 January 2010 the Company offered to grant share options to several grantees to subscribe for a total of 12,000,000 new Shares pursuant to its Post-IPO share option scheme adopted on 5 July 2002. Such grant is subject to acceptance by the grantees and payment of HK\$1.00 by the grantees upon acceptance of the options.

A summary of such grant is set out below:—

Date of grant	:	13 January 2010
Exercise price of the option	:	HK\$0.299 to subscribe for one Share
Number of options	:	12,000,000 options (each option shall entitle the grantee to subscribe for one Share)
Closing price of the Shares on the date of grant	:	HK\$0.29 per Share
Average closing price of the Shares for the five business days	:	HK\$0.299 per Share
Validity period of the options	:	Valid for 10 years from 13 January 2010 to 12 January 2020.

## E. EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon completion of the Subscription; (iii) immediately upon completion of the Subscription and the Placing; and (iv) after completion of the Subscription, the Placing and upon full exercise of the conversion rights under all convertible notes issued by the Company are set out below:

	As at the date of this announcement		After completion of the Subscription		After completion of the Subscription and the Placing		After completion of the Subscription, the Placing and upon full exercise of the conversion rights under all convertible notes issued by the Company (Notes 5, 6 and 7)	
	Number of Shares	Approximate Percentage (%)	Number of Shares	Approximate Percentage (%)	Number of Shares	Approximate Percentage (%)	Number of Shares	Approximate Percentage (%)
<b>Substantial Shareholders and parties acting in concert with them (Note 4)</b>								
Multiturn Trading Limited (Note 1)	18,872,400	3.70	18,872,400	3.12	18,872,400	2.34	18,872,400	2.00
Capital Base Holdings Limited (Note 2)	5,112,852	1.00	5,112,852	0.85	5,112,852	0.64	54,887,146	5.82
Ms. Wong Yuen Yee (Note 3)	31,006,119	6.07	31,006,119	5.13	31,006,119	3.85	31,006,119	3.29
Mr. Wong Yao Wing, Robert (Note 3)	29,014,119	5.68	29,014,119	4.80	29,014,119	3.60	29,014,119	3.08
Mr. Wong Kwok Sing (Note 3)	1,535,700	0.30	1,535,700	0.25	1,535,700	0.19	1,535,700	0.16
Mr. Lam Shiu San (Note 3)	1,203,700	0.24	1,203,700	0.20	1,203,700	0.15	1,203,700	0.13
Ms. Wong Yuen Man, Alice (Note 1)	2,475	0.00	2,475	0.00	2,475	0.00	2,475	0.00
<b>Subtotal:</b>	<b>86,747,365</b>	<b>16.99</b>	<b>86,747,365</b>	<b>14.34</b>	<b>86,747,365</b>	<b>10.78</b>	<b>136,521,659</b>	<b>14.47</b>
<b>Public Shareholders</b>								
Placees	0	0.00	0	0.00	200,000,000	24.85	200,000,000	21.20
First Subscriber	0	0.00	34,500,000	5.70	34,500,000	4.29	34,500,000	3.66
Second Subscriber	0	0.00	16,700,000	2.76	16,700,000	2.07	16,700,000	1.77
Third Subscriber	0	0.00	20,800,000	3.44	20,800,000	2.58	20,800,000	2.20
Fourth Subscriber	0	0.00	22,465,427	3.71	22,465,427	2.79	22,465,427	2.38
Wong Chung Pong, Christopher (Note 8)	0	0.00	0	0.00	0	0.00	83,480,329	8.85
Other Public Shareholders	423,749,580	83.01	423,749,580	70.05	423,749,580	52.64	428,964,903	45.47
<b>Total:</b>	<b>510,496,945</b>	<b>100.00</b>	<b>604,962,372</b>	<b>100.00</b>	<b>804,962,372</b>	<b>100.00</b>	<b>943,432,318</b>	<b>100.00</b>

*Notes:*

1. Multiturn Trading Limited is beneficially owned as to 31.21%, 30.9%, 30.9% and 6.99% by Ms. Wong Yuen Yee, Mr. Wong Yao Wing, Robert, Mr. Wong Kwok Sing and Mr. Lam Shiu San respectively. Ms. Wong Yuen Man, Alice is the sister of Ms. Wong Yuen Yee.
2. Capital Base Holdings Limited is beneficially owned as to 50% by Ms. Wong Yuen Yee and as to 50% by Mr. Wong Kwok Sing.
3. Ms. Wong Yuen Yee, Mr. Wong Yao Wing, Robert, Mr. Wong Kwok Sing and Mr. Lam Siu San are Directors.
4. As at the date of this announcement, substantial shareholders of the Company and parties acting in concert with them together have been granted options to subscribe for 8,798,375 Shares. Full exercise of their respective subscription rights under such options immediately after the exercise of the conversion rights under the Convertible Note in full, will result in the substantial shareholders of the Company and parties acting in concert with them having acquired interest in approximately 0.92% of the issued share capital of the Company (assuming no other Shares are issued).
5. On 28 February 2009, the Company issued convertible notes with the principal amount of HK\$43,384,000 as consideration for acquisition of assets. The convertible notes, with maturity date of 28 February 2011, are convertible into Shares at an initial conversion price of HK\$0.319 per Share during the conversion period. As at the date of this announcement, the principal amount of HK\$27,506,000 of the convertible notes has been converted into Shares and the balance of the principal amount of the convertible notes is HK\$15,878,000.
6. On 27 October 2009, the Company issued convertible notes with the total principal amount of HK\$75,000,000 as consideration for acquisition of assets. The convertible notes, with maturity date of 27 October 2011, are convertible into Shares at an initial conversion price of HK\$0.69 per Share during the conversion period. As at the date of this announcement, the principal amount of HK\$13,800,000 of the convertible notes has been converted into Shares and the balance of the principal amount of the convertible notes is HK\$61,200,000.
7. It is a term in all the convertible notes issued by the Company that the noteholder could revoke the conversion notice and cash will be paid by the Company if (i) an obligation to make a mandatory general offer for all the Shares other than those already owned by it and parties acting in concert with it under the Takeovers Code will be triggered as a result of its exercise of the conversion rights pursuant to the relevant conversion notice; and (ii) application to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) for waiver of an obligation to make the mandatory general offer under the Takeovers Code (the “**Whitewash Waiver**”) has been made and the Whitewash Waiver is not granted by the Executive.
8. Mr. Wong Chung Pong, Christopher will become a substantial shareholder of the Company upon full exercise of conversion rights under the convertible notes with the principal amount of HK\$21,200,000 at a conversion price of HK\$0.69 held by him.

## **F. RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended at 2:30 p.m. on Wednesday, 13 January 2010 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares on the Stock Exchange from 9:30 a.m. on Thursday, 14 January 2010.

## **G. TERMS AND DEFINITIONS**

In this announcement, unless the context requires otherwise, terms used herein shall have the following meaning:

“associates”	has the meaning ascribed to it in the GEM Listing Rules;
“Board”	the board of Directors;
“Company”	Inno-Tech Holdings Limited ( 匯創控股有限公司* ), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on GEM;
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules;
“Consultancy Engagement Letter”	the consultancy engagement letter entered into by the Consultant dated 13 January 2010 in relation to the appointment of the Consultant as a business consultant of the Company in connection with the provision of business development and advisory services;
“Consultant”	Galaxy Capital Limited, a company with limited liability incorporated in Hong Kong;
“Director(s)”	director(s) of the Company;
“First Subscriber”	Galaxy China Special Situations Fund SPC, for and on behalf of its segregated portfolio, Galaxy China Special Situations Segregated Portfolio 1, an exempted open-ended investment company with limited liability incorporated in the Cayman Islands, which is investing primarily in shares and securities linked to shares of Greater China related companies listed or quoted in PRC, Hong Kong and other jurisdictions;



“First Subscription Agreement”	the subscription agreement entered into between the Company and the First Subscriber dated 13 January 2010 in relation to the subscription for the First Subscription Shares by the First Subscriber;
“First Subscription Shares”	34,500,000 new Shares to be issued and allotted to the First Subscriber under the Subscription;
“Fourth Subscriber”	a third party independent of and not connected with the Company and its connected persons;
“Fourth Subscription Agreement”	the subscription agreement entered into between the Company and the Fourth Subscriber dated 13 January 2010 in relation to the subscription for the Fourth Subscription Shares by the Fourth Subscriber;
“Fourth Subscription Shares”	22,465,427 new Shares to be issued and allotted to the Fourth Subscriber under the Subscription;
“GEM”	Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
“General Mandate”	the general mandate granted to Directors to issue and allot new Shares up to 20% of the then issued share capital of the Company during the annual general meeting of the Company held on 29 October 2009;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Placing”	the placing of a maximum of 200,000,000 Placing Shares in four tranches of not less than 50,000,000 Placing Shares each (except where the tranche comprised of the remaining number of the Placing Shares) pursuant to the terms of the Placing Agreement;

“Placing Agent”	President Securities (Hong Kong) Limited, a licensed corporation licensed to carry on type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Placing Agreement”	the agreement entered into between the Company and the Placing Agent dated 2 October 2009 in relation to the Placing;
“Placing Price”	the higher of HK\$0.69 per Placing Share or the average closing price of the Shares as quoted on the Stock Exchange of the five trading days up to and including the date of notification of closing of each tranche by the Placing Agent pursuant to the Placing Agreement;
“Placing Share(s)”	a maximum of 200,000,000 new Shares to be placed by the Placing Agent on best effort basis pursuant to the terms of the Placing Agreement;
“PRC”	The People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“Remuneration Shares”	65,000,000 new Shares to be issued and allotted by the Company to the Consultant as part of the service fee pursuant to the Consultancy Engagement Letter;
“Second Subscriber”	Galaxy China Deep Value Fund, an exempted open-ended investment company with limited liability incorporated in the Cayman Islands, which is investing primarily in shares and securities linked to shares of Greater China related companies listed or quoted in PRC, Hong Kong and other jurisdictions;
“Second Subscription Agreement”	the subscription agreement entered into between the Company and the Second Subscriber dated 13 January 2010 in relation to the subscription for the Second Subscription Shares by the Second Subscriber;
“Second Subscription Shares”	16,700,000 new Shares to be issued and allotted to the Second Subscriber under the Subscription;

“Share(s)”	ordinary share(s) of HK\$0.10 in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscribers”	the First Subscriber, the Second Subscriber, the Third Subscriber and the Fourth Subscriber;
“Subscription”	the subscription for a total of 94,465,427 Subscription Shares pursuant to the Subscription Agreements;
“Subscription Agreements”	the First Subscription Agreement, the Second Subscription Agreement, the Third Subscription Agreement and the Fourth Subscription Agreement;
“Subscription Price”	HK\$0.24 per Subscription Share;
“Subscription Shares”	the First Subscription Shares, the Second Subscription Shares, the Third Subscription Shares and the Fourth Subscription Shares;
“substantial shareholder”	has the meaning ascribed to it in the GEM Listing Rules;
“Supplemental Agreement”	the extension letter to the Placing Agreement entered into between the Company and the Placing Agent in relation to the extension of the placing period of the Placing;
“Takeovers Code”	The Codes on Takeovers and Mergers in Hong Kong;
“Third Subscriber”	Cheever Capital Management (Asia) Limited, a company with limited liability incorporated in the British Virgin Islands, which is principally engaged in investment holding;
“Third Subscription Agreement”	the subscription agreement entered into between the Company and the Third Subscriber dated 13 January 2010 in relation to the subscription for the Third Subscription Shares by the Third Subscriber;
“Third Subscription Shares”	20,800,000 new Shares to be issued and allotted to the Third Subscriber under the Subscription;

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong; and

“%”

per cent.

By order of the Board  
**Inno-Tech Holdings Limited**  
**Wong Yuen Yee**  
*Chairman*

Hong Kong, 13 January 2010

*As at the date of this announcement, the Board comprises four executive Directors, namely, Ms. Wong Yuen Yee (Chairman), Mr. Wong Yao Wing, Robert (Deputy Chairman), Mr. Wong Kwok Sing and Mr. Lam Shiu San; and three independent non-executive Directors, namely Mr. Wong Tak Leung, Charles, Mr. Lai Ying Sum and Mr. Cheng King Hung.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) and on the website of the Company at [www.it-holdings.com](http://www.it-holdings.com) for 7 days from the date of this posting.*