

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



INNO-TECH HOLDINGS LIMITED

匯 創 控 股 有 限 公 司 *

(incorporated in Bermuda with limited liability)

(Stock Code: 8202)

**(1) SECOND SUPPLEMENTAL AGREEMENT IN RELATION TO
THE SALE AND PURCHASE AGREEMENT FOR THE ACQUISITION
OF
THE ENTIRE ISSUED SHARE CAPITAL
IN A COMPANY ENGAGING IN TELEVISION AND
OUTDOOR ADVERTISING BUSINESS IN
THE PEOPLE’S REPUBLIC OF CHINA;
AND
(2) FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of the Company dated 21 July 2011 (the “**Announcement**”) in relation to, among other things, the Acquisition and the Placing, the announcements of the Company dated 28 October 2011, 18 November 2011, 24 November 2011, 9 December 2011, 16 December 2011 and 23 December 2011, respectively in relation to delay/further delay in dispatch of the Circular, and the announcement of the Company dated 30 December 2011 in relation to the amendments to the Sale and Purchase Agreement and the Placing Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

* For identification purpose only

Redgate Ventures Group's current business in advertising is operated across a wide range of media, including billboards, television airtime and other mass media. Redgate Ventures Group's latest business plan is to place more focus on the organic growth of its television advertising business than its outdoor advertising business and Redgate Ventures Group intends to continue negotiating amendments of some agreements regarding the acquisition of certain target in the television advertising business. To reflect the latest business plan of Redgate Ventures Group, the Consideration was revised and determined with reference to the updated draft valuation report of Redgate Ventures Group as at 31 December 2011 for HK\$1,770,000,000, a reduction of approximately 10.8% from the sum of HK\$1,984,000,000 in the draft valuation report as stated in the Announcement, by Roma Appraisals Limited, an independent valuer. Accordingly, on 21 February 2012 (after trading hours), the Vendors and the Company entered into a second supplemental agreement, pursuant to which, the parties agreed to revise the total Consideration for the Sale Shares from HK\$1,940,704,206 to HK\$1,750,704,206.

As additional time is required to finalise the information to be included in the Circular, the date for despatch of the Circular will be further delay to on or before 30 March 2012.

By order of the Board
Inno-Tech Holdings Limited
Chen Chuan
Chairman

Hong Kong, 21 February 2012

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Chen Chuan and Mr. Ang Wing Fung; and three independent non-executive Directors, namely Ms. Au Yuk Kit, Ms. Wong On Yee and Ms. Lu Di.

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 the information contained in this announcement 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 announcement misleading.

This announcement will remain on the "Latest Company Announcements" page on the GEM website at www.hkgem.com and on the website of the Company at www.it-holdings.com.hk for 7 days from the date of this posting.