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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)

REVISED NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a Special General Meeting of Inno-Tech Holdings Limited (the “**Company**”) will be held at Room 606, 6/F., MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong, on 16 May 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement dated 8 July 2011 (as supplemented by the supplemental agreements dated 30 December 2011, 21 February 2012 and 31 March 2012) (collectively the “**Sale and Purchase Agreement**”, a copy of which has been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification) entered into between the Company as the purchaser and Media Chief Limited and Carraway Holdings Limited collectively as the vendors (collectively referred to as the “**Vendors**”), pursuant to which the Company has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the entire issued share capital in Redgate Ventures Limited, and to procure the holders of the convertible bonds in the principal amount of US\$9,747,633.10 convertible into shares of Redgate Ventures Limited (the “**Redgate CB**”) (the “**Redgate CB Holders**”) to sell the ordinary shares of US\$0.01 each in the capital of the Redgate Ventures Limited to be allotted and issued upon the automatic conversion of the Redgate CB (the “**Redgate Conversion Shares**”), for a total consideration of HK\$1,750,704,206, which will be satisfied (i) as to

* For identification purpose only

HK\$290,000,000 in cash; (ii) as to HK\$160,000,000 by way of issue of the promissory notes to be executed by the Company to satisfy part of the Consideration (the “**Promissory Notes**”); and (iii) as to HK\$1,300,704,206 by way of issue of the convertible notes to be issued by the Company to the Vendors and the Redgate CB Holders (the “**Convertible Notes**”), and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified;

- (b) the issue of the Convertible Notes to the Vendors being part of the consideration under the Sale and Purchase Agreement be and are hereby approved;
- (c) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, up to 4,904,002,710 new ordinary shares of HK\$0.001 each in the issued share capital of the Company (the “**Conversion Share(s)**”) to be issued upon the exercise of the conversion rights attaching to the Convertible Notes, the allotment and issue by the Company of Conversion Shares (“**Conversion Shares Specific Mandate**”) from time to time upon exercise of the conversion rights under the Convertible Notes be and are hereby approved and the Conversion Shares Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company by the shareholders of the Company in the annual general meeting of the Company held on 18 November 2011 or such other general or specific mandate(s) that may have been granted to the directors of the Company prior to the passing of this resolution;
- (d) any one director of the Company be and is hereby authorised to do all such acts and things as he/she in his/her sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Sale and Purchase Agreement and the transactions contemplated thereunder, including without limitation the issue of the Convertible Notes, the issue and allotment of new shares in the capital of the Company from time to time upon exercise of the conversion rights under the Convertible Notes, and, where required, any amendment of the terms of the Sale and Purchase Agreement and/or the Convertible Notes as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations.”

2. **“THAT**

- (a) the placing agreement dated 8 July 2011 (as supplemented by the supplemental agreements dated 30 December 2011 and 31 March 2012) (collectively the **“Placing Agreement”**, a copy of which has been produced to this meeting marked “B” and signed by the chairman hereof for the purpose of identification), entered into between the Company and Cheong Lee Securities Limited (the **“Placing Agent”**), in relation to the placing on a best effort basis of the convertible bonds in the principal amount of up to HK\$200,000,000 convertible into a maximum of 526,315,789 shares of the Company (the **“CB Conversion Share(s)”**) at the initial conversion price of HK\$0.38 each CB Conversion Share pursuant to the Placing Agreement, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the CB Conversion Shares, the allotment and issue of the CB Conversion Shares to the relevant placees pursuant to the Placing Agreement (the **“Placing Specific Mandate”**) be and is hereby approved and the Placing Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company by the shareholders of the Company in the annual general meeting of the Company held on 18 November 2011 or such other general or specific mandate(s) that may have been granted to the directors of the Company prior to the passing of this resolution; and
- (c) any one director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Placing Agreement and the Placing Specific Mandate and the transactions contemplated thereunder.”

By order of the Board
INNO-TECH HOLDINGS LIMITED
Chen Chuan
Chairman

Hong Kong, 27 April 2012

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

Room 606, 6/F.
MassMutual Tower
38 Gloucester Road
Wan Chai
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead at the Meeting in accordance with the bye-laws of the Company. A proxy need not be a Shareholder but must be present in person to represent the shareholder.
2. A revised form of proxy (the “**Revised Proxy Form**”) for use in connection with Special General Meeting is enclosed. To be valid, the Revised Proxy Form together with a power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof as the case may be and in default thereof the Revised Proxy Form and such power or authority shall not be treated as valid.
3. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
4. **IMPORTANT:** The Revised Proxy Form supersedes the proxy form (the “**Original Proxy Form**”) which was sent to the shareholders of the Company together with the notice of the Special General Meeting and the circular of the Company dated 24 April 2012. Shareholders who have already lodged the Original Proxy Form should note that the Original Proxy Form will be invalid for use at the Special General Meeting and must lodge the Revised Proxy Form with the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof.

As at the date of this notice, the executive directors of the Company are Mr. Chen Chuan and Mr. Ang Wing Fung. The independent non-executive directors of the Company are Ms. Wong On Yee, Ms. Lu Di and Mrs. Kwan Leung, Anna.

This notice, 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 notice 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 notice misleading.

This notice 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.