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ALLTRONICS HOLDINGS LIMITED

華訊股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 833)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODES AND RESUMPTION OF TRADING

This announcement is made by Alltronics Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 3.7 of The Codes on Takeovers and Mergers (the “**Takeovers Codes**”).

Reference is made to the announcement of the Company dated 10 December 2013.

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that as informed by Mr. Lam Yin Kee (“**Mr. Lam**”), the chairman, executive director and the controlling Shareholder, Mr. Lam entered into a memorandum of understanding dated 12 December 2013 (the “**MOU**”) with an independent third party (the “**Potential Purchaser**”) not connected with the Company, its directors, chief executive, substantial shareholders, subsidiaries and associates, in relation to a possible acquisition of the shares of the Company (the “**Shares**”) held by Mr. Lam (the “**Possible Acquisition**”), who, as at the date of this announcement, is in aggregate beneficially interested in 238,643,900 Shares, representing approximately 69.00% of the entire issued share capital of the Company.

Pursuant to the MOU, the Potential Purchaser may acquire no less than 51% of the total issued share capital of the Company, which if materialized and completed, will lead to a mandatory offer under Rule 26.1 of the Takeovers Codes, and existing senior management of the Company can remain in office for not less than 3 years.

The MOU shall remain in effect for a term of six months from the date of the MOU, i.e. 12 December 2013 (the “**Term**”) or until Mr. Lam and the Potential Purchaser enter into a formal agreement, whichever is earlier. Mr. Lam also agreed that he shall not, for the six-month period or for the period if the MOU is terminated earlier within the six-month period (the “**Exclusivity Period**”), exchange information, contact, negotiate, enter into or implement agreement with any other companies, organizations or individuals apart from the Potential Purchaser. Mr. Lam and the Potential Purchaser may agree in writing to extend or terminate early the Term and the Exclusivity Period.

During the Term of the MOU, the Potential Purchaser will be entitled to perform due diligence review (the “**Due Diligence Review**”) on the Company, subject to laws and regulations. Only publicly disclosed documents of the Company shall be provided during the Due Diligence Review.

Save for certain provisions relating to the Term, the Exclusivity Period, the Due Diligence Review, confidentiality, governing laws and language, the MOU is non-legally binding.

In accordance with Rule 3.7 of the Takeovers Codes, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Codes or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Codes (as the case may be).

WARNINGS: As at the date of this announcement, no formal agreement in relation to the Possible Acquisition has been entered and there is no assurance that any transaction mentioned in this announcement will materialize. Shareholders and potential investors are urged to exercise extreme caution when dealing in the Shares.

RESUMPTION OF TRADING

By the request of the Company, trading in the Shares on the Stock Exchange had been halted with effect from 1:00 p.m. on Thursday, 12 December 2013 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares from 9:00 am on 13 December 2013.

By Order of the Board
Alltronics Holdings Limited
Lam Yin Kee
Chairman

Hong Kong, 12 December 2013

As at the date of this announcement, Mr. Lam Yin Kee, Ms. Yeung Po Wah, Mr. So Kin Hung and Mr. Lam Chee Tai, Eric are the executive directors of the Company, Mr. Fan, William Chung Yue is the non-executive director of the Company, and Mr. Pang Kwong Wah, Mr. Leung Kam Wah and Mr. Yau Ming Kim, Robert are the independent non-executive directors of the Company.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.