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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE AND RESUMPTION OF TRADING

Placing Agent

CNI SECURITIES GROUP LIMITED
中國北方證券集團有限公司

CNI Securities Group Limited

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 31 July 2015, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has appointed the Placing Agent to procure Placees, who (where applicable, and their ultimate beneficial owners) are Independent Third Parties and not related to each other, on a best effort basis, for subscribing up to an aggregate of 69,172,000 Placing Shares at the Placing Price of HK$1.88 per Placing Share.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum of 69,172,000 Placing Shares represent (i) approximately 18.2% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 15.4% of the issued share capital of the Company as enlarged by the allotment and issue of the 69,172,000 Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK$691,720.

Assuming that the Placing Shares are fully placed under the Placing, the gross proceeds and net proceeds (after deduction of all costs and expenses) from the Placing will be approximately HK$130.04 million and HK$127.84 million respectively. The net proceeds from the Placing are intended to be utilised as general working capital of the Group.

The Placing Price of HK$1.88 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent and represents: (i) a discount of approximately 6.0% to the closing price of HK$2.00 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 6.3% to the average closing price of approximately HK$2.01 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to and excluding the Last Trading Day.

The Placing Shares will be allotted and issued under the General Mandate and therefore the allotment and issue of the Placing Shares will not be subject to Shareholders' approval.

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

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Friday, 31 July 2015 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 on the Stock Exchange with effect from 9:00 a.m. on Monday, 3 August 2015.

THE PLACING AGREEMENT

Date: 31 July 2015

Issuer: the Company

Placing Agent: CNI Securities Group Limited

The Placing Agent has conditionally agreed to procure Placees, who (where applicable, and their ultimate beneficial owners) are Independent Third Parties and not related to each other, on a best effort basis, for subscribing up to an aggregate of 69,172,000 Placing Shares at the Placing Price of HK$1.88 per Placing Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons or any of their respective associates (as defined under the Listing Rules).

Placing Commission:

The Placing Agent will receive a placing commission of 1.50% of the aggregate Placing Price for the Placing Shares placed by the Placing Agent on behalf of the Company pursuant to its obligations under the Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions.

Placees:

The Placing Shares are to be placed on a best effort basis. The Placees and their ultimate beneficial owners shall be Independent Third Parties. The Placing Agent will use its reasonable endeavours to ensure that none of the Placees would, immediately upon completion of the Placing, become a substantial shareholder (within the meaning of the Listing Rules) of the Company.

If the number of Placees shall be less than six, the Company will issue a further announcement in accordance with the requirements of the Listing Rules.

Placing Shares:

The maximum of 69,172,000 Placing Shares represent:

(i) approximately 18.2% of the existing issued share capital of the Company as at the date of this announcement; and

(ii) approximately 15.4% of the issued share capital of the Company as enlarged by the allotment and issue of the 69,172,000 Placing Shares.

The maximum aggregate nominal value of the Placing Shares under the Placing will be HK$691,720.

Placing Price:

The Placing Price of HK$1.88 per Placing Share (exclusive of stamp duty, brokerage, Stock Exchange trading fees and SFC transaction levies) represents:

(i) a discount of approximately 6.0% to the closing price of HK$2.00 per Share as quoted on the Stock Exchange on the Last Trading Day; and

(ii) a discount of approximately 6.3% to the average closing price of approximately HK$2.01 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to and excluding the Last Trading Day.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares are placed, the gross proceeds from the Placing will be approximately HK$130.04 million and the net proceeds (after deduction of all costs and expenses) will be approximately HK$127.84 million. On such basis, the net issue price will be approximately HK$1.85 per Placing Share.

Ranking:

The Placing Shares will rank, when issued and fully paid up, pari passu in all respects with the Shares in issue as at the date of allotment and issue of the Placing Shares.

Conditions of the Placing:

Completion of the Placing is conditional upon the fulfillment of all of the following conditions:

(i) the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares to be placed pursuant to the Placing Agreement on or before 31 August, 2015 (the "**Long Stop Date**"); and

(ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

If the above conditions are not satisfied on or before the Long Stop Date or such other date as the parties may agree in writing, the obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and terminate and neither the Placing Agent nor the Company shall have any claim against the other in relation to the Placing Agreement save for any antecedent breach.

Completion:

Completion of the Placing shall take place at 4:00 p.m. (Hong Kong time) on the fourteenth (14th) Business Day after the fulfilment of the above conditions or on such other date as the Company and the Placing Agent may agree in writing.

MANDATE TO ALLOT AND ISSUE THE PLACING SHARES

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors at the AGM held on 28 May 2015. Under the General Mandate, the Company is authorised to allot and issue up to 69,172,400 Shares until the revocation, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate as at the date of this announcement.

The allotment and issue of the Placing Shares shall not be subject to Shareholders' approval.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group principally engages in manufacturing and trading of electronic products, components for electronic products, biodiesel products and provision of energy saving business solutions.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide funding to the Group to meet any future development and obligations. The Placing also represents good opportunities to broaden the Shareholders' base and the capital base of the Company. The Directors consider that the Placing is in the interests of the Company and the Shareholders as a whole.

As disclosed above, assuming that the Placing Shares are fully placed under the Placing, the gross proceeds and the net proceeds (after deduction of all costs and expenses) from the Placing are estimated to be approximately HK$130.04 million and HK$127.84 million respectively. The net proceeds from the Placing are intended to be utilised as general working capital of the Group.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company had not conducted any other fund raising activities in the past 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (assuming the maximum number of the Placing Shares have been placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out below:

Name of Shareholders	**Shareholding as at the date of this announcement**		**Shareholding immediately after the completion of the Placing**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Mr. Lam Yin Kee and his associate(s) *(Note 1)*	262,508,290	69.0%	262,508,290	58.4%
Mr. Lam Chee Tai, Eric *(Note 2)*	1,677,060	0.4%	1,677,060	0.4%
The Placees	–	–	69,172,000	15.4%
Other public Shareholders	116,262,850	30.6%	116,262,850	25.8%
Total	380,448,200	100.00%	449,620,200	100.00%

Notes:

1. Mr. Lam Yin Kee, chairman and executive director of the Company, has personal interests in 8,408,290 Shares. 254,100,000 Shares are owned by Profit International Holdings Limited, a company incorporated in the British Virgin Islands and is owned as to 95% by Mr. Lam Yin Kee and 5% by Ms. Yeung Po Wah. Ms. Yeung Po Wah is an executive director of the Company and the spouse of Mr. Lam Yin Kee.

2. Mr. Lam Chee Tai, Eric is an executive director of the Company and the son of Mr. Lam Yin Kee and Ms. Yeung Po Wah.

GENERAL

Completion of the Placing is subject to the satisfaction of the conditions precedent as set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Friday, 31 July 2015 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 on the Stock Exchange with effect from 9:00 a.m. on Monday, 3 August 2015.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

"AGM"	the annual general meeting of the Company held on 28 May 2015 at which the General Mandate was granted to the Directors
"Board"	the board of Directors
"Business Day"	any day (not being a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
"Company"	Alltronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"General Mandate"	the general mandate granted to the Directors at the AGM to allot, issue or deal with up to 20% of the then issued share capital of the Company as at the date of the AGM, being 69,172,400 Shares

"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of, not connected or acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with the Company and any of its connected persons or any of their respective associates (as defined under the Listing Rules)
"Last Trading Day"	30 July 2015, being the last day on which the Shares were traded on the Stock Exchange prior to the issue of this announcement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Placee(s)"	any individuals, corporates, institutional investors or other investors to be procured by or on behalf of the Placing Agent under the Placing
"Placing"	the placing by the Placing Agent, on a best effort basis, of up to 69,172,000 new Shares to be allotted and issued to the Placees pursuant to the terms and conditions of the Placing Agreement
"Placing Agent"	CNI Securities Group Limited, a licensed corporation to carry out business in type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Placing Agreement"	the conditional placing agreement entered into between the Company and the Placing Agent dated 31 July 2015 in relation to the Placing under the General Mandate
"Placing Price"	HK$1.88 per Placing Share

"Placing Shares"	a maximum of 69,172,000 new Shares to be placed pursuant to the Placing Agreement and each a "Placing Share"
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

On behalf of the Board
Alltronics Holdings Limited
Lam Yin Kee
Chairman

Hong Kong, 31 July 2015

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.