

*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.*



## **World Wide Touch Technology (Holdings) Limited**

**世達科技（控股）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1282)**

### **VOLUNTARY ANNOUNCEMENT ACQUISITION OF SHARES IN TEKMAR, INC.**

The Board wishes to announce that on 19 September 2012 (after trading hours), the Stock Purchase Agreement was entered into between Majestic Fortune, a wholly owned subsidiary of the Company, as subscriber, and Tekmar, as issuer, in relation to the subscription of 666,667 Series A Preferred Stocks in Tekmar at a consideration of US\$2,000,000 (equivalent to approximately HK\$15,500,000). As conditions to closing of the Stock Purchase Agreement, inter alia, Majestic Fortune shall enter into an Investors Rights Agreement on Closing.

Immediately upon completion of the Stock Purchase Agreement, Majestic Fortune will hold 666,667 Series A Preferred Stocks in Tekmar, which upon conversion of the Series A Preferred Stocks to Common Stock in Tekmar shall represents approximately 40% of the enlarged issued share capital (i.e. the Common Stock) of Tekmar.

**The subscription of the Series A Preferred Stocks is subject to closing. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

#### **INTRODUCTION**

This is a voluntary announcement made by World Wide Touch Technology (Holdings) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to announce that on 19 September 2012 (after trading hours), a Stock Purchase Agreement (the “**Stock Purchase Agreement**”) was entered into between Majestic Fortune Limited (“**Majestic Fortune**”), a wholly owned subsidiary of the Company, as subscriber, and Tekmar, Inc. (“**Tekmar**”), as issuer, in relation to the subscription of 666,667 series A preferred stocks (the “**Series A Preferred Stocks**”) in Tekmar at a consideration of US\$2,000,000 (equivalent to approximately HK\$15,500,000).

As conditions to closing of the Stock Purchase Agreement, inter alia, Majestic Fortune shall enter into an investors rights agreement (the “**Investors Rights Agreement**”) on Closing. Details of the Stock Purchase Agreement and Investors Rights Agreement are set out below.

**(i) THE STOCK PURCHASE AGREEMENT**

***Date***

19 September 2012 (after trading hours)

***Parties***

- (1) Majestic Fortune, as subscriber
- (2) Tekmar, as issuer

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Tekmar and its beneficial owners are independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) (“**Independent Third Parties**”). The Company has no prior transactions or relationship with Tekmar or its beneficial owners which require aggregation under the Listing Rules.

***Amount of Series A Preferred Stocks subscribed for and consideration***

Majestic Fortune has agreed to subscribe for 666,667 Series A Preferred Stocks. As at the date of the Stock Purchase Agreement, there is no issued or outstanding Series A Preferred Stocks. If the Series A Preferred Stocks are converted in full to ordinary shares (the “**Common Stocks**”) of Tekmar, such shares shall represent approximately 40% of the Common Stocks of Tekmar in issue and as enlarged by the allotment and issuance of the additional Common Stocks as a result of the conversion of the Series A Preferred Stocks.

The consideration for the Series A Preferred Stocks is US\$2,000,000 (equivalent to approximately HK\$15,500,000) which shall be settled by cash on the fifth day after all conditions to the Stock Purchase Agreement have been fulfilled and/or waived (the “**Closing**”). The subscription price for the Series A Preferred Stocks was determined based on arms’ length negotiations between the parties to the Stock Purchase Agreement.

The Board considers that the Stock Purchase Agreement is on normal commercial terms and its terms are fair and reasonable and the subscription of the Series A Preferred Stocks is in the interest of the Company and its shareholders as a whole.

### ***Closing***

It is currently expected that closing of the issue and subscription of the Series A Preferred Stocks will take place on the Closing, being a date no later than 30 September 2012 (or such other date as agreed by the parties in writing).

## **(ii) THE INVESTORS RIGHTS AGREEMENT**

### ***Date***

A date no later than 30 September 2012, being the expected date for Closing

### ***Parties***

- (1) Majestic Fortune
- (2) Tekmar
- (3) Eight other Independent Third Parties, being the existing Common Stocks holders

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Tekmar and all other parties to the Investors Rights Agreement are Independent Third Parties.

### ***Major terms of the Investors Rights Agreement***

For so long as Majestic Fortune (or its assign) is a shareholder of Tekmar, it is granted the preemptive right to purchase any new stocks pro rata to its shareholdings that Tekmar may propose to sell and issue.

All shares in Tekmar could be transferred subject to (i) the right of first offer of other shareholders of Tekmar; and (ii) the tag-along rights of other shareholders of Tekmar if any shareholder proposes to sell its shares in Tekmar to a third party.

Majestic Fortune shall be entitled to appoint at least one member of the board of directors of Tekmar.

## **SHAREHOLDINGS IN TEKMAR**

As at the date of this announcement and immediately before Closing, Tekmar has 1,000,000 Common Stocks in issue and no preferred stocks in issue. Upon Closing, Majestic Fortune will be interested in 666,667 Series A Preferred Stocks. Upon conversion of the Series A Preferred Stocks in full, Majestic Fortune will be interested in approximately 40% of the enlarged issued share capital of Tekmar.

## **INFORMATION ABOUT TEKMAR**

The principal business of Tekmar is the development, manufacturing and sales of carrier-grade wireless telecommunication systems and components, including Radio Frequency (RF) Filters.

## **REASON FOR THE SUBSCRIPTION FOR SHARES IN TEKMAR**

The Group is principally engaged in the manufacturing of capacitive touch pads mainly used in notebook computers. Since 2007, the Group has been actively diversifying its products to include capacitive touch screens controllers and modules, fingerprint biometric devices, wireless charging devices and plasma lighting source products. Majestic Fortune is an investment holding company and an indirect wholly owned subsidiary of the Company.

Since both the Group and Tekmar are engaged in wireless telecommunication systems and components, the Directors believe that the subscription of the Series A Preferred Stocks represent a valuable opportunity to foster the possible long term strategic business cooperation with Tekmar.

**The subscription of the Series A Preferred Stocks is subject to closing. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**World Wide Touch Technology (Holdings) Limited**  
**Wong Kwok Fong**  
*Chairman and Chief Executive Officer*

Hong Kong, 19 September 2012

*As at the date of this announcement, the executive Directors are Mr. WONG Kwok Fong, Ms. CHING Pui Yi, and Mr. TAN Hui Kiat and the independent non-executive Directors are Mr. WONG Chun Bong, Professor LEE Kwok On, Matthew and Mr. CHAN Wai.*

*In this announcement, for reference only, the translation of United States of America dollars into Hong Kong dollars is based on the exchange rate of US\$1.00 = HK\$7.75.*