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## **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)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE INSIDE INFORMATION AND RESUMPTION OF TRADING**

This announcement is made by the Company pursuant to Rule 3.7 of the Takeovers Code and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

#### **PROPOSED SUBSCRIPTION**

On 14 April 2015, the Company and the Investor entered into the Memorandum in relation to the Proposed Subscription, under which the Investor proposed to subscribe, or procure its nominee to subscribe, for Shares and/or convertible securities of the Company with an aggregate amount of approximately HK\$1,500 million. The issue price and/or conversion price per Share is agreed to be HK\$0.18.

#### **Exclusivity**

The Company and the Investor have agreed that for a period of 60 days from the date of the Memorandum, or such later date as may be further agreed by the parties, none of the Company and its subsidiaries, or their respective directors, officers, agents, advisors or any other representatives will, among other things, engage in any discussions with any parties other than the Investor in respect of the Proposed Subscription.

The Company and the Investor proposed to negotiate in good faith and execute a definite agreement in respect of the Proposed Subscription within 60 days from the date of the Memorandum.

### **Conditions to the Proposed Subscription**

The conditions to the Proposed Subscription are to be finalized but are expected to include: (a) the increase of the authorized share capital of the Company to such number to cover the Shares to be issued under the Proposed Subscription; (b) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued under the Proposed Subscription; (c) the Executive granting a whitewash waiver to the Investor and parties acting in concert with it to make a mandatory general offer arising from the Proposed Subscription pursuant to Note 1 on the dispensations from Rule 26 of the Takeovers Code; (d) the Shareholders having approved the Proposed Subscription and the whitewash waiver.

### **Legal effect**

The Memorandum is not legally binding, save for the provisions regarding exclusivity and the issue price and/or conversion price per Share.

### **REASON FOR THE PROPOSED SUBSCRIPTION**

The Group is principally engaged in the manufacturing of a range of high-technology products; trading and providing services with respect to automation-related equipment; and strategic investment and development in technologies mainly relating to biometric security, high-speed wireless data transmission and communications.

Since July 2013, the Group has diversified the business from electronic contracting service to machineries trading and technology investment. The Company believes that with the introduction of the Investor through the Proposed Subscription, the Company will be in a better position to identify and capture new business opportunities. The Directors are of the view that the Proposed Subscription is in the best interest of the Company and its Shareholders as a whole.

### **IMPLICATIONS UNDER THE TAKEOVERS CODE**

If the Proposed Subscription should result in the Investor securing 30% or more of the voting rights of the Company, the Investor will be obligated to make a general offer to the Shareholders of their Shares under the Takeovers Code unless a waiver is granted by the Executive (as defined in the Takeovers Code).

Detailed terms of the Proposed Subscription are still subject to negotiation and finalization and as at the date of this announcement, no binding agreements in relation to the Proposed Subscription have been entered into. The Proposed Subscription may or may not materialise, or if it materializes, may or may not result in the Investor having 30% or more of the voting rights of the Company. In the event that a general offer is made pursuant to the Proposed

Subscription, it will likely be made for cash. Further announcements with respect to the Proposed Subscription will be made as and when required for compliance with the provisions under the Takeovers Code.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company, as there is no certainty that the Proposed Subscription will proceed or if proceeded with, will result in the Investor securing 30% or more of the voting rights of the Company.**

## **BACKGROUND OF INVESTOR AND INTEREST IN SHARES**

The Investor is a company incorporated in the British Virgin Islands. To the best knowledge of the Directors, having made reasonable enquiry, the Investor and its beneficial owner are independent of and not connected with the Company and its connected persons. The Investor and parties acting in concert with it do not hold any Shares as at the date of this announcement.

## **DEALING DISCLOSURE**

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company in issue as at the date of this announcement comprise (i) 2,927,084,000 Shares and (ii) 12,020,000 outstanding share options to subscribe up to 12,020,000 Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company and the Investor are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."*

## **TRADING HALT AND RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 14 April 2015 pending the release of this announcement.

Application has been made by the Company to the Stock Exchange for resumption of trading in its Shares on the Stock Exchange with effect from 9:00 a.m. on 16 April 2015.

**There is no assurance that any transactions referred to in this announcement will materialise or eventually be consummated. The negotiation in relation to the Proposed Subscription and the possible general offer arising from the Proposed Subscription may or may not proceed, and the terms of the Proposed Subscription are subject to further negotiation among the Company and the Investor. As such, the Memorandum may or may not lead to the Proposed Subscription taking place and the making of a general offer for the Shares.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

<b>"Company"</b>	World Wide Touch Technology (Holdings) Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the main board of the Stock Exchange;
<b>"connected person"</b>	has the meaning ascribed to it under the Listing Rules;
<b>"Group"</b>	the Company and its subsidiaries;
<b>"HK\$"</b>	Hong Kong dollar, the lawful currency of Hong Kong;
<b>"Investor"</b>	Tinmark Development Limited, a company incorporated in the British Virgin Islands;
<b>"Listing Rules"</b>	The Rules Governing the Listing of Securities on the Stock Exchange;
<b>"Memorandum"</b>	the memorandum of understanding dated 14 April 2015 between the Company and the Investor;
<b>"Proposed Subscription"</b>	the proposed subscription for Shares and/or convertible securities of the Company by the Investor or its nominee;

<b>“Shares”</b>	ordinary shares of the Company;
<b>“Shareholders”</b>	holders of issued Shares;
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited;
<b>“Takeovers Code”</b>	The Hong Kong Code on Takeovers and Mergers.

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

Hong Kong, 16 April 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Wong Kwok Fong, Ms. Ching Pui Yi, and Mr. Tan Hui Kiat and the independent non-executive directors of the Company are Mr. Wong Chun Bong, Professor Lee Kwok On, Matthew and Mr. Chan Wai.*

*The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.*

*\* For identification purpose only*