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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)

**SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT
AND
REVISION OF EXPECTED TIMETABLE
FOR THE SHARE CONSOLIDATION AND OPEN OFFER**

SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT

Reference is made to the announcement of the Company dated 30 September 2014, where it was disclosed that the date of despatch of the Circular (as defined below) is expected to be further postponed to a date falling on or before Tuesday, 14 October 2014. As a result, the Company and the Underwriter entered into the Second Supplemental Underwriting Agreement (as defined below) to further revise certain dates of the timetable for the Open Offer.

**REVISION OF EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION
AND OPEN OFFER**

As a result of the delay in despatch of the Circular, the expected timetable for the Share Consolidation and the Open Offer and the associated trading arrangements will be further revised as set out below.

Reference is made to the announcements of the Company dated 25 April 2014 (the “**25 April Announcement**”), 15 May 2014, 19 May 2014, 30 May 2014, 11 June 2014, 19 June 2014, 4 July 2014, 18 July 2014, 22 July 2014, 24 July 2014, 25 July 2014, 6 August 2014, 15 August 2014, 31 August 2014, 26 September 2014 and 30 September 2014 in relation to, among other matters, the Proposed Amendments, the CB Maturity Amendment, the proposed settlement of the Placing CB and the Convertible Notes by issuance of Consolidated Shares under the Specific Mandate, the Share Consolidation, the Open Offer and the Disposal. Unless otherwise defined, terms used herein shall have the same meanings as those set out in the 25 April Announcement.

* *For identification purpose only*

SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT

Reference is made to the announcement of the Company dated 30 September 2014, where it was disclosed that the date of despatch of the circular (the “**Circular**”) containing, amongst other things, (i) further details of the Proposed Amendments, the issue and allotment of the Settlement Shares under the Specific Mandate, the Share Consolidation, the Open Offer and the Disposal; (ii) a letter of recommendation from the Independent Board Committee; (iii) a letter of advice from the independent financial adviser; and (iv) a notice of the SGM, is expected to be further postponed to a date falling on or before Tuesday, 14 October 2014. As a result, the Company and the Underwriter entered into a second supplemental agreement to the Underwriting Agreement (as supplemented by the supplemental agreement dated 26 September 2014) (the “**Second Supplemental Underwriting Agreement**”) on 9 October 2014 to further revise certain dates of the timetable for the Open Offer.

REVISED EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION AND OPEN OFFER

As a result of the delay in despatch of the Circular, the expected timetable for the Share Consolidation and the Open Offer and the associated trading arrangements will be further revised as follows:

Event	2014
Latest time for lodging transfers of Share in order to qualify for attendance and voting at the SGM	4:30 p.m., Friday, 24 October
Register of members closes to determine the eligibility for attendance and voting at the SGM (both dates inclusive)	Monday, 27 October to Wednesday, 29 October
Latest time for lodging proxy form of SGM.	10:30 a.m., Monday, 27 October
Record date for attendance and voting at the SGM	Wednesday, 29 October
SGM	10:30 a.m., Wednesday, 29 October
Announcement of results of the SGM	Wednesday, 29 October
Register of members re-opens	Thursday, 30 October

Effective date of the Share Consolidation	Thursday, 30 October
First day for free exchange of existing share certificates for new share certificates	Thursday, 30 October
Commencement of dealings in the Consolidated Shares.....	9:00 a.m., Thursday, 30 October
Original counter for trading in Shares in board lots of 10,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m., Thursday, 30 October
Temporary counter for trading in Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m., Thursday, 30 October
Last day of dealings in the Consolidated Shares on a cum-entitlement basis.....	Thursday, 30 October
First day of dealings in the Consolidated Shares on an ex-entitlement basis	Friday, 31 October
Latest time for lodging transfers of the Consolidated Shares in order to be qualified for the Open Offer.....	4:30 p.m., Monday, 3 November
Register of members closes to determine the eligibility of the Open Offer (both dates inclusive).....	Tuesday, 4 November to Monday, 10 November
Record date for the Open Offer	Monday, 10 November
Register of members re-opens	Tuesday, 11 November
Despatch of the Prospectus Documents	Tuesday, 11 November
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares.....	9:00 a.m., Thursday, 13 November

Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (only new certificates for the Consolidated Shares can be traded at the counter) re-opens	9:00 a.m., Thursday, 13 November
Parallel trading in the Consolidated Shares (in the form of both existing certificates and new certificates) commences	9:00 a.m., Thursday, 13 November
Latest time for payment for and acceptance of the Offer Shares	4:00 p.m., Tuesday, 25 November
Latest time for termination of the Underwriting Agreement/ the Open Offer becomes unconditional.	4:00 p.m., Wednesday, 26 November
Announcement of the allotment results	Tuesday, 2 December
Despatch of share certificates for fully-paid Offer Shares and refund cheques	Wednesday, 3 December
Temporary counter for trading in Consolidated Shares in board lots of 1,000 Consolidated Shares (in form of existing share certificates) closes	4:00 p.m., Wednesday, 3 December
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares.	4:00 p.m., Wednesday, 3 December
Parallel trading in the Consolidated Shares (in the form of both existing and new certificates) ends	4:00 p.m., Wednesday, 3 December
First day of dealings in the Offer Shares	9:00 a.m., Thursday, 4 December
Free exchange of existing share certificates for new share certificates ends	Monday, 8 December

All times and dates in this announcement refer to Hong Kong local times and dates. Shareholders should note that the dates or deadlines specified in the expected timetable of the Share Consolidation and the Open Offer as set out above are indicative only and may be extended or varied. In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

By order of the Board
Inno-Tech Holdings Limited
Chen Chuan
Chairman

Hong Kong, 9 October 2014

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chen Chuan, Mr. Ang Wing Fung and Mr. Shih Yau Ting, Jackson; and three independent non-executive Directors, namely Mr. Lee Ho Yiu, Thomas, Ms. Lu Di and Mrs. Kwan Leung, Anna.

This announcement, 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 announcement is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement 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.