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## HannStar Board International Holdings Limited

## 瀚宇博德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00667)

# ANNOUNCEMENT CONNECTED TRANSACTION DISPOSAL OF SHARES OF INFO-TEK CORPORATION

Reference is made to the announcement issued by the Company on 19 July 2010.

The Board announces that on 22 July 2010, the Company has entered into a series of transactions to dispose of an aggregate of 8,656,000 shares of ITC on the Taiwan Gre Tai Securities Market for an aggregate consideration of approximately NTD90.9 million (equivalent to HK\$22.2 million).

The Disposal took place on the Taiwan Gre Tai Securities Market on 22 July 2010. Based on an announcement published on the Taiwan Stock Exchange and issued by Global Brands on 22 July 2010, it has come to the attention of the Company that on 22 July 2010, Global Brands has also entered into transactions to purchase an aggregate of 17,312,000 shares of ITC at an aggregate consideration of NTD181.8 million (equivalent to HK\$44.5 million) on the Taiwan Gre Tai Securities Market. Such shares purchase by Global Brands also took place on the Taiwan Gre Tai Securities Market on 22 July 2010. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Global Brands is owned as to approximately 40% by HannStar Taiwan. HannStar Taiwan, through its wholly-owned subsidiary, indirectly holds approximately 74.99% of the issued shares of the Company as at the date of this announcement and is therefore a controlling shareholder of the Company. Hence, Global Brands is an associate of HannStar Taiwan and a connected person of the Company. Notwithstanding that the Disposal took place on the Taiwan Gre Tai Securities Market, given the relationship between the Company and Global Brands as described above, the Board considered that the Disposal would constitute a connected transaction under Chapter 14A of the Listing Rules if the Sale Shares were eventually acquired by Global Brands on the Taiwan Gre Tai Securities Market. As the applicable ratio in respect of the Disposal is more than 0.1% but less than 5%, the Board considered that the Disposal should be subject to the announcement requirement but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The net proceeds in the amount of NTD90.8 million (equivalent to HK\$22.2 million) from the Disposal are currently intended to be used as the Group's general working capital.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

Reference is made to the announcement issued by HannStar Board International Holdings Limited 瀚宇 博德國際控股有限公司 (the "Company", together with its subsidiaries, the "Group") on 19 July 2010.

#### THE DISPOSAL

The board of directors (the "Board") of the Company announces that on 22 July 2010, the Company has entered into a series of transactions to dispose of an aggregate of 8,656,000 shares (the "Sale Shares") of Info-Tek Corporation ("ITC") on the Taiwan Gre Tai Securities Market for an aggregate consideration of approximately NTD90.9 million (equivalent to HK\$22.2 million) (the "Disposal"). The Sale Shares represented approximately 7.46% of the existing issued share capital of ITC as of the date of this announcement. The consideration per Sale Share was NTD10.5 which was determined with reference to the market price of such shares in accordance with the rules and regulations of Taiwan, and was paid on the settlement day of the Disposal which has taken place on 26 July 2010. Immediately after completion of the Disposal, the Company will not have any shareholding in ITC.

#### FINANCIAL EFFECTS OF THE DISPOSAL

The Company currently estimates that, upon completion of the Disposal, the Group will record a net gain of approximately NTD19.7 million (equivalent to HK\$4.8 million) from the Disposal and the consolidated net assets of the Company will be increased accordingly. The said gain represents the difference between the total cash consideration received by the Company in respect of the Disposal and the initial acquisition cost of the Sale Shares incurred by the Company in the amount of approximately NTD71.2 million (equivalent to HK\$17.4 million) in July 2009.

#### REASON FOR THE DISPOSAL AND USE OF PROCEEDS

The Group is principally engaged in the manufacturing and sales of printed circuit boards ("**PCBs**") and is one of the leading manufacturers of PCBs for the notebook computer industry worldwide. The Board considers that the Disposal represents a strategic step taken by the Company to realize its investments in ITC and allows the Company to redeploy its resources to its core business or any other future investment opportunities (if any).

The net proceeds in the amount of NTD90.8 million (equivalent to HK\$22.2 million) from the Disposal are currently intended to be used as the Group's general working capital.

### IMPLICATIONS OF THE LISTING RULES

The Disposal took place on the Taiwan Gre Tai Securities Market on 22 July 2010. Based on an announcement published on the Taiwan Stock Exchange Corporation (the "Taiwan Stock Exchange") and issued by Global Brands Manufacture Ltd. ("Global Brands") on 22 July 2010, it has come to the attention of the Company that on 22 July 2010, Global Brands has also entered into transactions to purchase an aggregate of 17,312,000 shares of ITC at an aggregate consideration of NTD181.8 million (equivalent to HK\$44.5 million) on the Taiwan Gre Tai Securities Market. Such shares purchase by Global Brands also took place on the Taiwan Gre Tai Securities Market on 22 July 2010. To the best of the knowledge, information and belief of the directors of the Company ("Directors") having made all reasonable enquiries, Global Brands is owned as to approximately 40% by HannStar Board Corporation ("HannStar Taiwan"). HannStar Taiwan, through its wholly-owned subsidiary, indirectly holds approximately 74.99% of the issued shares of the Company as at the date of this announcement and is therefore a controlling shareholder of the Company. Hence, Global Brands is an associate of HannStar Taiwan and a connected person of the Company. Notwithstanding that the Disposal took place on the Taiwan Gre Tai Securities Market, given the relationship between the Company and Global Brands as described above, the Board considered that the Disposal would constitute a connected transaction under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") if the Sale Shares were eventually acquired by Global Brands on the Taiwan Gre Tai Securities Market. As the applicable ratio in respect of the Disposal is more than 0.1% but less than 5%, the Board considered that the Disposal should be subject to the announcement requirement but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

#### INFORMATION ABOUT THE GROUP, GLOBAL BRANDS AND ITC

The Group is principally engaged in the manufacturing and sales of PCBs and is one of the leading manufacturers of PCBs for the notebook computer industry worldwide.

Global Brands, a company established in Taiwan and whose shares are listed on the Taiwan Stock Exchange and owned as to approximately 40% by HannStar Taiwan, is principally engaged in the business of printed circuit board assembly.

ITC, a company established in Taiwan and whose shares are listed on the Taiwan Gre Tai Securities Market, is principally engaged in printed circuit board assembly business. Based on the published financial statements of ITC for the two years ended 31 December 2009, the audited consolidated net asset value of ITC as at 31 December 2008 and 31 December 2009 amounted to NTD1,838.6 million (equivalent to HK\$450.1 million) and NTD1,539.9 million (equivalent to HK\$377 million), respectively. The audited consolidated net loss of ITC (before taxation and extraordinary items) for the two years ended 31 December 2009 amounted to NTD 398 million (equivalent to HK\$97.4 million) and NTD245 million (equivalent to HK\$60 million), respectively. The audited consolidated net loss of ITC (after taxation and extraordinary items) for the two years ended 31 December 2009 amounted to NTD311.5 million (equivalent to HK\$76.3 million) and NTD246.8 million (equivalent to HK\$60.4 million), respectively.

#### **GENERAL**

The Directors (including the independent non-executive Directors) are of the view that the terms of the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole. None of the Directors has a material interest in the transactions in respect of the Disposal.

In this announcement, "NTD" means New Taiwan dollar, the lawful currency of Taiwan and "HK\$" means Hong Kong dollar, the lawful currency of Hong Kong. For the purpose of this announcement, conversion of NTD into HK\$ is based on the approximate exchange rate of NT\$1.00 to HK\$0.2448 for the purpose of illustration only. No representation is made on any amount in NTD and HK\$ that could have been or can be converted at the above rate or at any other rate.

For and on behalf of the Board

HannStar Board International Holdings Limited

瀚宇博德國際控股有限公司

Chiao Yu-heng

Chairman

26 July 2010

As at the date of this announcement, the Board of the Company comprises the following Directors:

Executive Director: Mr. Yeh Shin-jiin

Non-executive Directors: Mr. Chiao Yu-heng and Ms. Cao Jianhua

Independent non-executive Directors: Mr. Chao Yuan-san, Ms. Chen Shun Zu, Deborah, Mr. Yeh Yu-an,

Ms. Chang Pi-lan and Mr. Yen Chin-chang